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(54) Title: BICYCLIC AND TRICYCLIC AMINES AS MODULATORS OF CHEMOKINE RECEPTOR ACTIVITY

(57) Abstract: The present application describes modulators of CCR3 of formula (I): A-E-NR<sup>1</sup>-G, or pharmaceutically acceptable salt forms thereof, useful for the prevention of inflammatory diseases such as asthma and other allergic diseases.

TITLEBICYCLIC AND TRICYCLIC AMINES AS MODULATORS OF CHEMOKINE  
RECEPTOR ACTIVITY

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FIELD OF THE INVENTION

This invention relates generally to modulators of chemokine receptor activity, pharmaceutical compositions containing the same, and methods of using the same as agents for treatment and prevention of inflammatory diseases such as asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis.

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BACKGROUND OF THE INVENTION

Chemokines are chemotactic cytokines, of molecular weight 6-15 kDa, that are released by a wide variety of cells to attract and activate, among other cell types, macrophages, T and B lymphocytes, eosinophils, basophils and neutrophils (reviewed in Luster, New Eng. J Med., 338, 436-445 (1998) and Rollins, Blood, 90, 909-928 (1997)). There are two major classes of chemokines, CXC and CC, depending on whether the first two cysteines in the amino acid sequence are separated by a single amino acid (CXC) or are adjacent (CC). The CXC chemokines, such as interleukin-8 (IL-8), neutrophil-activating protein-2 (NAP-2) and melanoma growth stimulatory activity protein (MGSA) are chemotactic primarily for neutrophils and T lymphocytes, whereas the CC chemokines, such as RANTES, MIP-1 $\alpha$ , MIP-1 $\beta$ , the monocyte chemotactic proteins (MCP-1, MCP-2, MCP-3, MCP-4, and MCP-5) and the eotaxins (-1, -2, and -3) are chemotactic for, among other cell types, macrophages, T lymphocytes, eosinophils, dendritic cells, and basophils. There also exist the chemokines lymphotactin-1, lymphotactin-2

(both C chemokines), and fractalkine (a CXXXC chemokine) that do not fall into either of the major chemokine subfamilies.

The chemokines bind to specific cell-surface  
5 receptors belonging to the family of G-protein-coupled  
seven-transmembrane-domain proteins (reviewed in Horuk,  
Trends Pharm. Sci., 15, 159-165 (1994)) which are termed  
"chemokine receptors." On binding their cognate  
10 ligands, chemokine receptors transduce an intracellular  
signal through the associated trimeric G proteins,  
resulting in, among other responses, a rapid increase in  
intracellular calcium concentration, changes in cell  
shape, increased expression of cellular adhesion  
15 molecules, degranulation, and promotion of cell  
migration. There are at least ten human chemokine  
receptors that bind or respond to CC chemokines with the  
following characteristic patterns: CCR-1 (or "CKR-1" or  
"CC-CKR-1") [MIP-1 $\alpha$ , MCP-3, MCP-4, RANTES] (Ben-Barruch,  
et al., Cell, 72, 415-425 (1993), Luster, New Eng. J.  
20 Med., 338, 436-445 (1998)); CCR-2A and CCR-2B (or "CKR-  
2A"/"CKR-2B" or "CC-CKR-2A"/"CC-CKR-2B") [MCP-1, MCP-2,  
MCP-3, MCP-4, MCP-5] (Charo et al., Proc. Natl. Acad.  
Sci. USA, 91, 2752-2756 (1994), Luster, New Eng. J.  
Med., 338, 436-445 (1998)); CCR-3 (or "CKR-3" or "CC-  
25 CKR-3") [eotaxin-1, eotaxin-2, RANTES, MCP-3, MCP-4]  
(Combadiere, et al., J. Biol. Chem., 270, 16491-16494  
(1995), Luster, New Eng. J. Med., 338, 436-445 (1998));  
CCR-4 (or "CKR-4" or "CC-CKR-4") [TARC, MIP-1 $\alpha$ , RANTES,  
MCP-1] (Power et al., J. Biol. Chem., 270, 19495-19500  
30 (1995), Luster, New Eng. J. Med., 338, 436-445 (1998));  
CCR-5 (or "CKR-5" OR "CC-CKR-5") [MIP-1 $\alpha$ , RANTES, MIP-  
1 $\beta$ ] (Sanson, et al., Biochemistry, 35, 3362-3367  
(1996)); CCR-6 (or "CKR-6" or "CC-CKR-6") [LARC] (Baba  
et al., J. Biol. Chem., 272, 14893-14898 (1997)); CCR-7

(or "CKR-7" or "CC-CKR-7") [ELC] (Yoshie et al., J. Leukoc. Biol. 62, 634-644 (1997)); CCR-8 (or "CKR-8" or "CC-CKR-8") [I-309, TARC, MIP-1 $\beta$ ] (Napolitano et al., J. Immunol., 157, 2759-2763 (1996), Bernardini et al., Eur. J. Immunol., 28, 582-588 (1998)); and CCR-10 (or "CKR-10" or "CC-CKR-10") [MCP-1, MCP-3] (Bonini et al., DNA and Cell Biol., 16, 1249-1256 (1997)).

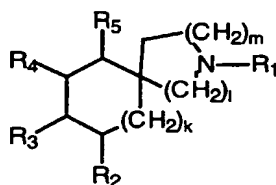
In addition to the mammalian chemokine receptors, mammalian cytomegaloviruses, herpesviruses and poxviruses have been shown to express, in infected cells, proteins with the binding properties of chemokine receptors (reviewed by Wells and Schwartz, Curr. Opin. Biotech., 8, 741-748 (1997)). Human CC chemokines, such as RANTES and MCP-3, can cause rapid mobilization of calcium via these virally encoded receptors. Receptor expression may be permissive for infection by allowing for the subversion of normal immune system surveillance and response to infection. Additionally, human chemokine receptors, such as CXCR4, CCR2, CCR3, CCR5 and CCR8, can act as co-receptors for the infection of mammalian cells by microbes as with, for example, the human immunodeficiency viruses (HIV).

Chemokine receptors have been implicated as being important mediators of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis. For example, the chemokine receptor CCR-3 plays a pivotal role in attracting eosinophils to sites of allergic inflammation and in subsequently activating these cells. The chemokine ligands for CCR-3 induce a rapid increase in intracellular calcium concentration, increased expression of cellular adhesion molecules, cellular degranulation, and the promotion of eosinophil migration. Accordingly, agents which

modulate chemokine receptors would be useful in such disorders and diseases. In addition, agents which modulate chemokine receptors would also be useful in infectious diseases such as by blocking infection of CCR3 expressing cells by HIV or in preventing the manipulation of immune cellular responses by viruses such as cytomegaloviruses.

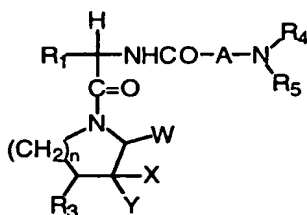
A substantial body of art has accumulated over the past several decades with respect to substituted piperidines and pyrrolidines. These compounds have implicated in the treatment of a variety of disorders.

WO 98/25604 describes spiro-substituted azacycles which are useful as modulators of chemokine receptors:



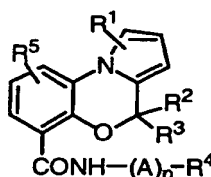
wherein  $R_1$  is  $C_{1-6}$  alkyl, optionally substituted with functional groups such as  $-NR^6CONHR^7$ , wherein  $R^6$  and  $R^7$  may be phenyl further substituted with hydroxy, alkyl, cyano, halo and haloalkyl. Such spiro compounds are not considered part of the present invention.

WO 95/13069 is directed to certain piperidine, pyrrolidine, and hexahydro-1H-azepine compounds of general formula:



wherein A may be substituted alkyl or Z-substituted alkyl, with  $Z=NR_{6a}$  or O. Compounds of this type are claimed to promote the release of growth hormone in humans and animals.

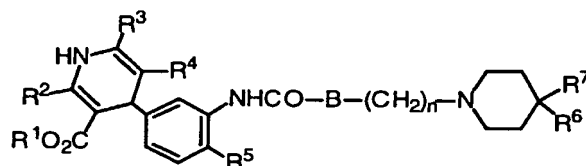
- 5 WO 93/06108 discloses pyrrolobenzoxazine derivatives as 5-hydroxytryptamine (5-HT) agonists and antagonists:



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wherein A is lower alkylene and  $R^4$  may be phenyl optionally substituted with halogen.

- U.S. Pat. No. 5,668,151 discloses Neuropeptide Y (NPY) antagonists comprising 1,4-dihydropyridines with a  
 15 piperidinyl or tetrahydropyridinyl-containing moiety attached to the 3-position of the 4-phenyl ring:



- 20 wherein B may be NH,  $NR^1$ , O, or a bond, and  $R^7$  may be substituted phenyl, benzyl, phenethyl and the like.

These reference compounds are readily distinguished structurally by either the nature of the urea functionality, the attachment chain, or the possible  
 25 substitution of the present invention. The prior art does not disclose nor suggest the unique combination of structural fragments which embody these novel

piperidines and pyrrolidines as having activity toward the chemokine receptors.

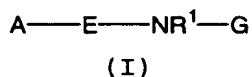
#### SUMMARY OF THE INVENTION

5       Accordingly, one object of the present invention is to provide novel agonists or antagonists of CCR-3, or pharmaceutically acceptable salts or prodrugs thereof.

10       It is another object of the present invention to provide pharmaceutical compositions comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

15       It is another object of the present invention to provide a method for treating inflammatory and allergic disorders comprising administering to a host in need of such treatment a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

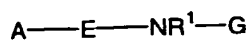
20       These and other objects, which will become apparent during the following detailed description, have been achieved by the inventors' discovery that compounds of formula (I):



25       or stereoisomers or pharmaceutically acceptable salts thereof, wherein A, E, G and R<sup>1</sup> are defined below, are effective modulators of chemokine activity.

#### DETAILED DESCRIPTION OF THE EMBODIMENTS

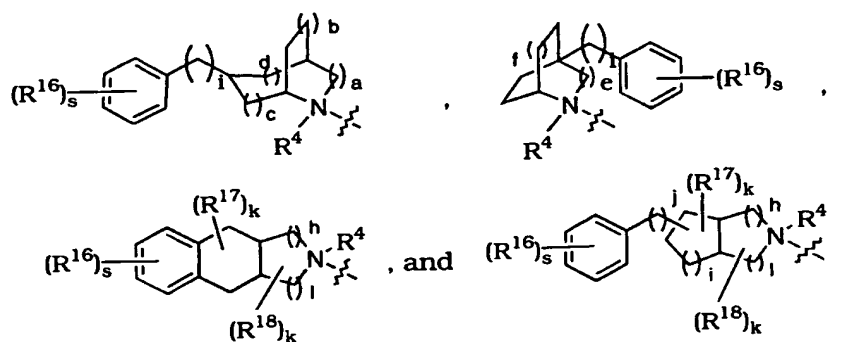
35       [1] Thus, in a first embodiment, the present invention provides novel compounds of formula (I):



(I)

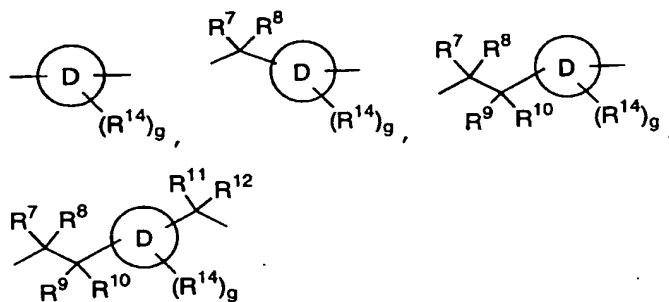
5 or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is selected from

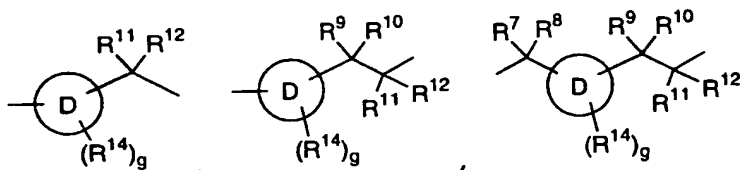


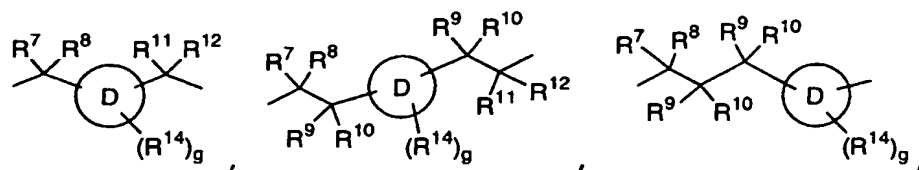
10

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ ,

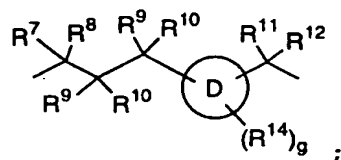


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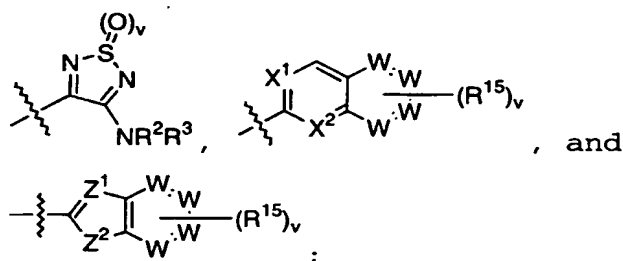
and



5

ring D is selected from a C<sub>3-6</sub> carbocyclic residue and a 5 or 6 membered heterocycle;

10 G is selected from -C(O)R<sup>3</sup>, -C(O)NR<sup>2</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -SO<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=S)NR<sup>2</sup>R<sup>3</sup>, C(=NR<sup>1a</sup>)NR<sup>2</sup>R<sup>3</sup>, C(=CHCN)NR<sup>2</sup>R<sup>3</sup>, C(=CHNO<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>, C(=C(CN)<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>,



15 W, at each occurrence, is independently selected from C or N, provided at least two of W are C;

X<sup>1</sup> and X<sup>2</sup> are independently selected from C and N;

20

Z<sup>1</sup> is selected from C and N;

Z<sup>2</sup> is selected from NR<sup>1'</sup>, O, S and C;

R<sup>1</sup>, R<sup>1'</sup> and R<sup>2</sup> are independently selected from H, C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>a</sup>;

R<sup>1a</sup> is independently selected from H, C<sub>1-6</sub> alkyl, -OH, -CN, -NO<sub>2</sub>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>a</sup>;

R<sup>a</sup>, at each occurrence, is selected from C<sub>1-4</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CHR')<sub>r</sub>NR<sup>b</sup>R<sup>b</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>OR<sup>c</sup>, (CHR')<sub>r</sub>SH, (CHR')<sub>r</sub>SR<sup>c</sup>, (CHR')<sub>r</sub>C(O)R<sup>b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>b</sup>R<sup>b</sup>, (CHR')<sub>r</sub>NR<sup>b</sup>C(O)R<sup>b</sup>, (CHR')<sub>r</sub>C(O)OR<sup>b</sup>, (CHR')<sub>r</sub>OC(O)R<sup>c</sup>, (CHR')<sub>r</sub>CH(=NR<sup>b</sup>)NR<sup>b</sup>R<sup>b</sup>, (CHR')<sub>r</sub>NHC(=NR<sup>b</sup>)NR<sup>b</sup>R<sup>b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>R<sup>c</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>b</sup>R<sup>b</sup>, (CHR')<sub>r</sub>NR<sup>b</sup>S(O)<sub>2</sub>R<sup>c</sup>, and (CHR')<sub>r</sub>phenyl;

R<sup>b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

alternatively, R<sup>1</sup> and R<sup>2</sup> join to form a 5, 6, or 7-membered ring substituted with 0-3 R<sup>a</sup>;

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>15</sup> and a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15</sup>;

5 R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>4</sup> is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CH<sub>2</sub>)<sub>q</sub>C(O)R<sup>4b</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)NR<sup>4a</sup>R<sup>4a'</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)OR<sup>4a</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4c</sup>;

15 R<sup>4a</sup> and R<sup>4a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and phenyl;

20 R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkynyl, and phenyl;

25 R<sup>4c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4a</sup>R<sup>4a'</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30 R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>SH, (CHR')<sub>q</sub>OR<sup>7d</sup>, (CHR')<sub>q</sub>SR<sup>7d</sup>, (CH<sub>2</sub> CHR')<sub>q</sub>NR<sup>7a</sup>R<sup>7a'</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)R<sup>7b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a'</sup>,

- $(\text{CHR}')_q \text{NR}^{7a} \text{C}(\text{O}) \text{R}^{7b}$ ,  $(\text{CHR}')_q \text{NR}^{7a} \text{C}(\text{O}) \text{H}$ ,  
 $(\text{CHR}')_r \text{C}(\text{O}) \text{OR}^{7a}$ ,  $(\text{CHR}')_q \text{OC}(\text{O}) \text{R}^{7b}$ ,  $(\text{CHR}')_q \text{S}(\text{O})_p \text{R}^{7b}$ ,  
 $(\text{CHR}')_q \text{S}(\text{O})_2 \text{NR}^{7a} \text{R}^{7a'}$ ,  $(\text{CHR}')_q \text{NR}^{7a} \text{S}(\text{O})_2 \text{R}^{7b}$ ,  
 $(\text{CHR}')_q \text{NHC}(\text{O}) \text{NR}^{7a} \text{R}^{7a'}$ ,  $(\text{CHR}')_q \text{NHC}(\text{O}) \text{OR}^{7a}$ ,  
5  $(\text{CHR}')_q \text{OC}(\text{O}) \text{NR}^{7a} \text{R}^{7a'}$ ,  $\text{C}_{1-6}$  haloalkyl, a  $(\text{CHR}')_r$ - $\text{C}_{3-10}$   
carbocyclic residue substituted with 0-3  $\text{R}^{7c}$ ,  
and a  $(\text{CHR}')_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2  $\text{R}^{7c}$ ;  
10  $\text{R}^{7a}$  and  $\text{R}^{7a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r$ - $\text{C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{7e}$ ,  
and a  $(\text{CH}_2)_r$ -5-10 membered heterocyclic system  
15 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{7e}$ ;  
 $\text{R}^{7b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r$ - $\text{C}_{3-6}$  carbocyclic  
20 residue substituted with 0-2  $\text{R}^{7e}$ , and a  $(\text{CH}_2)_r$ -5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $\text{R}^{7e}$ ;  
25  $\text{R}^{7c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r$ - $\text{C}_{3-6}$  cycloalkyl,  
Cl, Br, I, F,  $(\text{CF}_2)_r \text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r \text{NR}^{7f} \text{R}^{7f}$ ,  
 $(\text{CH}_2)_r \text{OH}$ ,  $(\text{CH}_2)_r \text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r \text{SC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r \text{C}(\text{O}) \text{OH}$ ,  $(\text{CH}_2)_r \text{C}(\text{O}) \text{R}^{7b}$ ,  $(\text{CH}_2)_r \text{C}(\text{O}) \text{NR}^{7f} \text{R}^{7f}$ ,  
30  $(\text{CH}_2)_r \text{NR}^{7f} \text{C}(\text{O}) \text{R}^{7b}$ ,  $(\text{CH}_2)_r \text{C}(\text{O}) \text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r \text{OC}(\text{O}) \text{R}^{7b}$ ,  $(\text{CH}_2)_r \text{C}(=\text{NR}^{7f}) \text{NR}^{7f} \text{R}^{7f}$ ,  
 $(\text{CH}_2)_r \text{S}(\text{O})_p \text{R}^{7b}$ ,  $(\text{CH}_2)_r \text{NHC}(=\text{NR}^{7f}) \text{NR}^{7f} \text{R}^{7f}$ ,

$(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_r\text{NR}^{7f}\text{S}(\text{O})_2\text{R}^{7b}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{7e}$ ;

5  $\text{R}^{7d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{7e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{7c}$ ;

10  $\text{R}^{7e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

15  $\text{R}^{7f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^8$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{8a}$ ;

20  $\text{R}^{8a}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
25  $(\text{CH}_2)_r\text{phenyl}$ ;

alternatively,  $\text{R}^7$  and  $\text{R}^8$  join to form  $\text{C}_{3-7}$  cycloalkyl,  
 $=\text{NR}^{8b}$ , or  $=\text{O}$ ;

30  $\text{R}^{8b}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, OH,  
CN, and  
 $(\text{CH}_2)_r\text{-phenyl}$ ;

$R^9$ , is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, F, Cl, Br, I, NO<sub>2</sub>, CN, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>SH, (CHR')<sub>r</sub>OR<sup>9d</sup>, (CHR')<sub>r</sub>SR<sup>9d</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>R<sup>9a'</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)R<sup>9b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a'</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)R<sup>9b</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)H, (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)NR<sup>9a</sup>R<sup>9a</sup>, (CHR')<sub>r</sub>C(O)OR<sup>9a</sup>, (CHR')<sub>r</sub>OC(O)R<sup>9b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>R<sup>9b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>9a</sup>R<sup>9a'</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>S(O)<sub>2</sub>R<sup>9b</sup>, C<sub>1-6</sub> haloalkyl, a (CHR')<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>9c</sup>, and a (CHR')<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9c</sup>;

$R^{9a}$  and  $R^{9a'}$ , at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

$R^{9b}$ , at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

$R^{9c}$ , at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>,

$(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9f}\text{R}^{9f}$ ,  
 $(\text{CH}_2)_r\text{NR}^{9f}\text{C}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$ ,  
5  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9f}\text{R}^{9f}$ ,  $(\text{CH}_2)_r\text{NR}^{9f}\text{S}(\text{O})_2\text{R}^{9b}$ , and  
 $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{9e}$ ;

$\text{R}^{9d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
10  $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{9e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{9c}$ , and a 5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from the group consisting of N, O, and S  
15 substituted with 0-3  $\text{R}^{9c}$ ;

$\text{R}^{9e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl,  
20 OH, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$ , and  
 $(\text{CH}_2)_r$ phenyl;

$\text{R}^{9f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;

25  $\text{R}^{10}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl, F, Cl, Br, I,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{OH}$ ,  
 $(\text{CH}_2)_r\text{OR}^{10d}$ ,  $(\text{CH}_2)_r\text{SR}^{10d}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a'}$ ,  
30  $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{R}^{10a}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{H}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{10a}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$ ,

- $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10a}\text{R}^{10a'}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{S}(\text{O})_2\text{R}^{10b}$ ,  $\text{C}_{1-6}$  haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{10c}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10c}$ ;
- $\text{R}^{10a}$  and  $\text{R}^{10a'}$ , at each occurrence, are selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{10e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10e}$ ;
- $\text{R}^{10b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{10e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10e}$ ;
- $\text{R}^{10c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(\text{CF}_2)_r\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{NR}^{10f}\text{C}(\text{O})\text{R}^{10a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{NR}^{10f}\text{S}(\text{O})_2\text{R}^{10b}$ , and  $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{10e}$ ;

$R^{10d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{2-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{3-6}$  alkenyl,  
 $C_{3-6}$  alkynyl, a  $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{10c}$ , and a 5-6 membered  
5 heterocyclic system containing 1-4 heteroatoms  
selected from the group consisting of N, O, and S  
substituted with 0-3  $R^{10c}$ ;

$R^{10e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
10  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  
Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl,  
OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{10f} R^{10f}$ , and  
 $(CH_2)_r$ phenyl;

15  $R^{10f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
and  $C_{3-6}$  cycloalkyl;

alternatively,  $R^9$  and  $R^{10}$  join to form  $C_{3-7}$  cycloalkyl,  
5-6-membered cyclic ketal, or =O;

20 with the proviso that when  $R^{10}$  is -OH,  $R^9$  is not  
halogen, cyano, or bonded to the carbon to which it  
is attached through a heteroatom;

25  $R^{11}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$   
alkynyl,  $(CH_2)_q OH$ ,  $(CH_2)_q SH$ ,  $(CH_2)_q OR^{11d}$ ,  
 $(CH_2)_q SR^{11d}$ ,  $(CH_2)_q NR^{11a} R^{11a'}$ ,  $(CH_2)_r C(O)OH$ ,  
 $(CH_2)_r C(O)R^{11b}$ ,  $(CH_2)_r C(O)NR^{11a} R^{11a'}$ ,  
 $(CH_2)_q NR^{11a} C(O)R^{11b}$ ,  $(CH_2)_q NR^{11a} C(O)NR^{11a} R^{11a}$ ,  
30  $(CH_2)_r C(O)OR^{11a}$ ,  $(CH_2)_q OC(O)R^{11b}$ ,  $(CH_2)_q S(O)_p R^{11b}$ ,  
 $(CH_2)_q S(O)_2 NR^{11a} R^{11a'}$ ,  $(CH_2)_q NR^{11a} S(O)_2 R^{11b}$ ,  $C_{1-6}$   
haloalkyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue

substituted with 0-5  $R^{11c}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11c}$ ;

5

$R^{11a}$  and  $R^{11a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

10

$R^{11b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

15

$R^{11c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ CF<sub>3</sub>, NO<sub>2</sub>, CN,  $(CH_2)_r$ NR<sup>11f</sup>R<sup>11f</sup>,  $(CH_2)_r$ OH,  $(CH_2)_r$ OC<sub>1-4</sub> alkyl,  $(CH_2)_r$ SC<sub>1-4</sub> alkyl,  $(CH_2)_r$ C(O)OH,  $(CH_2)_r$ C(O)R<sup>11b</sup>,  $(CH_2)_r$ C(O)NR<sup>11f</sup>R<sup>11f</sup>,  $(CH_2)_r$ NR<sup>11f</sup>C(O)R<sup>11a</sup>,  $(CH_2)_r$ C(O)OC<sub>1-4</sub> alkyl,  $(CH_2)_r$ OC(O)R<sup>11b</sup>,  $(CH_2)_r$ C(=NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>,  $(CH_2)_r$ NHC(=NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>,  $(CH_2)_r$ S(O)<sub>p</sub>R<sup>11b</sup>,  $(CH_2)_r$ S(O)<sub>2</sub>NR<sup>11f</sup>R<sup>11f</sup>,  $(CH_2)_r$ NR<sup>11f</sup>S(O)<sub>2</sub>R<sup>11b</sup>, and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{11e}$ ;

25

30

$R^{11d}$ , at each occurrence, is selected from methyl, CF<sub>3</sub>,  $C_{2-6}$  alkyl substituted with 0-3  $R^{11e}$ ,  $C_{3-6}$  alkenyl,

C<sub>3-6</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>11c</sup>;

5 R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>t</sub>phenyl substituted with 0-3 R<sup>12a</sup>;

15

R<sup>12a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20

alternatively, R<sup>11</sup> and R<sup>12</sup> join to form C<sub>3-7</sub> cycloalkyl;

25 R<sup>14</sup> is selected from C<sub>1-4</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, C(O)NR<sup>14a</sup>R<sup>14a'</sup>, C(O)R<sup>14b</sup>, C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>14b</sup>, (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>14c</sup>, OR<sup>14a</sup>, NR<sup>14a</sup>R<sup>14a'</sup>, =O, and NR<sup>14a</sup>C(O)R<sup>14a'</sup>;

30

R<sup>14a</sup> and R<sup>14a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl

substituted with 0-3  $R^{14c}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{14c}$ ;

5

$R^{14b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{14c}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{14c}$ ; and

10

$R^{14c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $(CH_2)_w$ phenyl;

15

$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{15d}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$ ,  $(CHR')_rNHC(=NR^{15f})NR^{15a}R^{15a'}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  $(CHR')_r$ phenyl substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

20

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R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

5

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

10

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

15

R<sup>15d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>15e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15e</sup>;

20

25

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>15f</sup>R<sup>15f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30

R<sup>15f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

5 R<sup>16</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>SH, (CHR')<sub>r</sub>C(O)H, (CHR')<sub>r</sub>S(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
 10 (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(=NR<sup>16f</sup>)NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NHC(=NR<sup>16f</sup>)NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
 15 C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

20 R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

25 R<sup>16b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4  
 30 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

- $R^{16d}$ , at each occurrence, is selected from  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{16e}$ , a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{16e}$ ;
- $R^{16e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{16f}R^{16f}$ , and  $(CH_2)_r$ phenyl;
- $R^{16f}$ , at each occurrence, is selected from H,  $C_{1-5}$  alkyl, and  $C_{3-6}$  cycloalkyl, and phenyl;
- $R^{17}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_rOH$ ,  $(CHR')_rSH$ ,  $(CHR')_rOR^{17d}$ ,  $(CHR')_rSR^{17d}$ ,  $(CHR')_rNR^{17a}R^{17a'}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)R^{17b}$ ,  $(CHR')_rC(O)NR^{17a}R^{17a'}$ ,  $(CHR')_rNR^{17a}C(O)R^{17b}$ ,  $(CHR')_rNR^{17a}C(O)H$ ,  $(CHR')_rC(O)OR^{17a}$ ,  $(CHR')_rOC(O)R^{17b}$ ,  $(CHR')_rS(O)_pR^{17b}$ ,  $(CHR')_rS(O)_2NR^{17a}R^{17a'}$ ,  $(CHR')_rNR^{17a}S(O)_2R^{17b}$ ,  $C_{1-6}$  haloalkyl, a  $(CHR')_r-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{17c}$ , and a  $(CHR')_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{17c}$ ;
- $R^{17a}$  and  $R^{17a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-}$

10 carbocyclic residue substituted with 0-5  $R^{17e}$ ,  
 and a  $(CH_2)_r$ -5-10 membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-3  $R^{17e}$ ;

5

$R^{17b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic  
 residue substituted with 0-2  $R^{17e}$ , and a  $(CH_2)_r$ -5-6  
 membered heterocyclic system containing 1-4  
 10 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^{17e}$ ;

$R^{17c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl,  
 15 Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{17f}R^{17f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{17b}$ ,  $(CH_2)_rC(O)NR^{17f}R^{17f}$ ,  
 $(CH_2)_rNR^{17f}C(O)R^{17a}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  
 $(CH_2)_rOC(O)R^{17b}$ ,  $(CH_2)_rC(=NR^{17f})NR^{17f}R^{17f}$ ,  
 20  $(CH_2)_rS(O)_pR^{17b}$ ,  $(CH_2)_rNHC(=NR^{17f})NR^{17f}R^{17f}$ ,  
 $(CH_2)_rS(O)_2NR^{17f}R^{17f}$ ,  $(CH_2)_rNR^{17f}S(O)_2R^{17b}$ , and  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{17e}$ ;

$R^{17d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 25  $C_{1-6}$  alkyl substituted with 0-3  $R^{17e}$ ,  $C_{3-6}$  alkenyl,  
 $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue  
 substituted with 0-3  $R^{17c}$ ;

$R^{17e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 30  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
 Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,

SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{17f}\text{R}^{17f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

5  $\text{R}^{17f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
 and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{18}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
 alkynyl,  $(\text{CHR}')_q\text{OH}$ ,  $(\text{CHR}')_q\text{SH}$ ,  $(\text{CHR}')_q\text{OR}^{18d}$ ,  
 $(\text{CHR}')_q\text{SR}^{18d}$ ,  $(\text{CHR}')_q\text{NR}^{18a}\text{R}^{18a'}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{OH}$ ,  
 10  $(\text{CHR}')_r\text{C}(\text{O})\text{R}^{18b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{18a}\text{R}^{18a'}$ ,  
 $(\text{CHR}')_q\text{NR}^{18a}\text{C}(\text{O})\text{R}^{18b}$ ,  $(\text{CHR}')_q\text{NR}^{18a}\text{C}(\text{O})\text{H}$ ,  
 $(\text{CHR}')_r\text{C}(\text{O})\text{OR}^{18a}$ ,  $(\text{CHR}')_q\text{OC}(\text{O})\text{R}^{18b}$ ,  $(\text{CHR}')_q\text{S}(\text{O})_p\text{R}^{18b}$ ,  
 $(\text{CHR}')_q\text{S}(\text{O})_2\text{NR}^{18a}\text{R}^{18a'}$ ,  $(\text{CHR}')_q\text{NR}^{18a}\text{S}(\text{O})_2\text{R}^{18b}$ ,  $\text{C}_{1-6}$   
 haloalkyl, a  $(\text{CHR}')_r\text{-C}_{3-10}$  carbocyclic residue  
 15 substituted with 0-3  $\text{R}^{18c}$ , and a  $(\text{CHR}')_r\text{-5-10}$   
 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-2  $\text{R}^{18c}$ ;

20  $\text{R}^{18a}$  and  $\text{R}^{18a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
 carbocyclic residue substituted with 0-5  $\text{R}^{18e}$ ,  
 and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 25 S, substituted with 0-3  $\text{R}^{18e}$ ;

$\text{R}^{18b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
 residue substituted with 0-2  $\text{R}^{18e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$   
 30 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $\text{R}^{18e}$ ;

$R^{18c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  
 Cl, Br, I, F,  $(CF_2)_r CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r NR^{18f} R^{18f}$ ,  
 5  $(CH_2)_r OH$ ,  $(CH_2)_r OC_{1-4}$  alkyl,  $(CH_2)_r SC_{1-4}$  alkyl,  
 $(CH_2)_r C(O)OH$ ,  $(CH_2)_r C(O)R^{18b}$ ,  $(CH_2)_r C(O)NR^{18f} R^{18f}$ ,  
 $(CH_2)_r NR^{18f} C(O)R^{18b}$ ,  $(CH_2)_r C(O)OC_{1-4}$  alkyl,  
 $(CH_2)_r OC(O)R^{18b}$ ,  $(CH_2)_r C(=NR^{18f})NR^{18f} R^{18f}$ ,  
 $(CH_2)_r S(O)_p R^{18b}$ ,  $(CH_2)_r NHC(=NR^{18f})NR^{18f} R^{18f}$ ,  
 10  $(CH_2)_r S(O)_2 NR^{18f} R^{18f}$ ,  $(CH_2)_r NR^{18f} S(O)_2 R^{18b}$ , and  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{18e}$ ;

$R^{18d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{1-6}$  alkyl substituted with 0-3  $R^{18e}$ ,  $C_{3-6}$  alkenyl,  
 15  $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue  
 substituted with 0-3  $R^{18c}$ ;

$R^{18e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
 20 Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH,  
 SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{18f} R^{18f}$ , and  
 $(CH_2)_r$ phenyl;

$R^{18f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
 25 and  $C_{3-6}$  cycloalkyl;

a is selected from 0 and 1;

b is selected from 0 and 1, wherein if  $a=0$ , then  $b = 1$ ;  
 30

c is selected from 0, 1, and 2;

d is selected from 0, 1, and 2, wherein  $c + d$  equals 1 or 2;

provided that if  $b=1$ ,  $c=1$ , and  $d=1$  then E cannot be  
5  $-(CR^7R^8) - (CR^9CR^{10})_v - (CR^{11}CR^{12}) -$ ;

e is selected from 0 and 1;

f is selected from 0 and 1, wherein  $e + f$  equals 1 or 2;

10

g is selected from 0, 1, 2 and 3;

h is selected from 0 and 1;

15 i is selected from 1, 2, 3, 4, and 5;

j is selected from 0, 1, 2, 3, 4, and 5;

k is selected from 0, 1, and 2;

20

l is selected from 0, 1, 2 and 3, wherein  $l + h$  equals 2 or 3;

v, at each occurrence, is independently selected from 0,  
25 1, and 2;

t, at each occurrence, is selected from 1 and 2;

w, at each occurrence, is selected from 0 and 1;

30

r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

s, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;  
35

q, at each occurrence, is selected from 1, 2, 3, 4, and 5; and

5 p, at each occurrence, is selected from 1 and 2.

[2] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

10 R<sup>4</sup> is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>OR<sup>7d</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>R<sup>7a'</sup>,  
 15 (CHR')<sub>r</sub>C(O)R<sup>7b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a'</sup>,  
 (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7b</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)H,  
 (CHR')<sub>q</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a'</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>S(O)<sub>2</sub>R<sup>7b</sup>,  
 (CHR')<sub>q</sub>NHC(O)NHR<sup>7a</sup>, (CHR')<sub>q</sub>NHC(O)OR<sup>7a</sup>,  
 (CHR')<sub>q</sub>OC(O)NHR<sup>7a</sup>, C<sub>1-6</sub> haloalkyl, a (CHR')<sub>r</sub>-C<sub>3-10</sub>  
 20 carbocyclic residue substituted with 0-3 R<sup>7c</sup>, and a  
 (CHR')<sub>r</sub>-5-10 membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-2 R<sup>7c</sup>;

25 alternatively, R<sup>7</sup> and R<sup>8</sup> join to form C<sub>3-7</sub> cycloalkyl,  
 =NR<sup>8b</sup>, or =O;

R<sup>9</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>OR<sup>9d</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>R<sup>9a'</sup>,  
 30 (CHR')<sub>r</sub>C(O)R<sup>9b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)R<sup>9b</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)H,  
 (CHR')<sub>r</sub>NR<sup>9a</sup>C(O)NHR<sup>9a</sup>, (CHR')<sub>r</sub>NR<sup>9a</sup>S(O)<sub>2</sub>R<sup>9b</sup>, C<sub>1-6</sub>

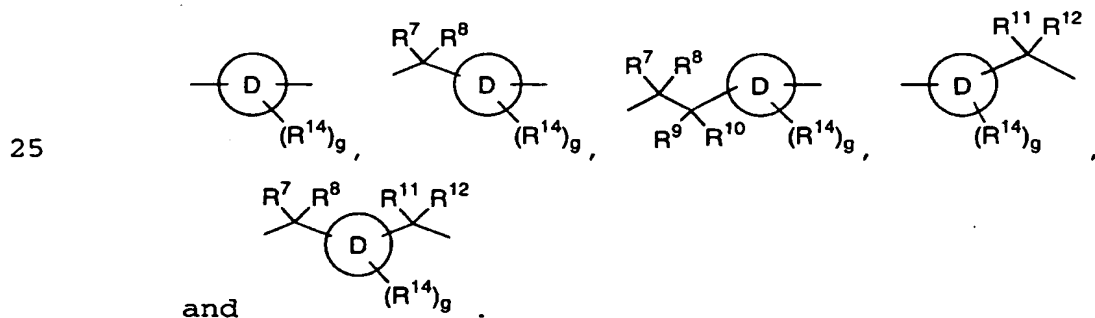
haloalkyl, a  $(\text{CHR}')_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{9c}$ , and a  $(\text{CHR}')_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{9c}$ ;

$\text{R}^{10}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl;

$\text{R}^{11}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{OR}^{11d}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11a}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{NHR}^{11a}$ ,  $(\text{CH}_2)_q\text{NHC}(\text{O})\text{NHR}^{7a}$ ,  $(\text{CH}_2)_q\text{NHC}(\text{O})\text{OR}^{7a}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{NHR}^{7a}$ ,  $\text{C}_{1-6}$  haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{11c}$ , and a  $(\text{CH}_2')_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11c}$ .

[3] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

E is selected from  $-(\text{CR}^7\text{R}^8)-(\text{CR}^9\text{R}^{10})_v-(\text{CR}^{11}\text{R}^{12})$ ,



[4] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

5 G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ ,  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

[5] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

10

$R^{17}$  is selected from H;

$R^{18}$  is selected from H;

15 j is selected from 0, 1, and 2;

i is selected from 1 and 2;

s is selected from 0, 1, and 2; and

20

g is selected from 0, 1, and 2.

[6] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

25

$R^1$  is selected from H;

$R^2$  is selected from H; and

30 G is selected from  $-C(O)NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

[7] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ .

[8] In a further embodiment, the present invention  
5 provides novel compounds of formula (I), wherein:

$R^7$  is selected from H;

$R^8$  is selected from H; and

10

$R^{12}$  is selected from H.

[9] In a further embodiment, the present invention  
15 provides novel compounds of formula (I), wherein:

15

$R^{16}$ , at each occurrence, is selected from methyl, ethyl,  
propyl, iso-propyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  
( $CH_2$ ) $_rC_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
(CHR') $_rNR^{16a}R^{16a'}$ , (CHR') $_rOH$ , (CHR') $_rO(CHR')_rR^{16d}$ ,  
20 (CHR') $_rC(O)(CHR')_rR^{16b}$ , (CHR') $_rC(O)NR^{16a}R^{16a'}$ ,  
(CHR') $_rNR^{16f}C(O)(CHR')_rR^{16b}$ , (CHR') $_rS(O)_p(CHR')_rR^{16b}$ ,  
(CHR') $_rS(O)_2NR^{16a}R^{16a'}$ , (CHR') $_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  
 $C_{1-6}$  haloalkyl, and (CHR') $_r$ phenyl substituted with  
0-3  $R^{16e}$ ;

25

$R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  
methyl, ethyl, and a ( $CH_2$ ) $_rC_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{16e}$ ;

30  $R^{16e}$ , at each occurrence, is selected from methyl,  
ethyl, Cl, F, Br, I, CN,  $CF_3$ , and  $OCH_3$ ;

$R^{16f}$ , at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

[10] In a further embodiment, the present invention  
5 provides novel compounds of formula (I), wherein:

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>15</sup> and a (CR<sup>3'</sup>CR<sup>3''</sup>)<sub>r</sub>-5-10  
10 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>15</sup>;

R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H;

15 R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,  
(CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
(CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  
(CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,  
20 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,  
(CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
25 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;

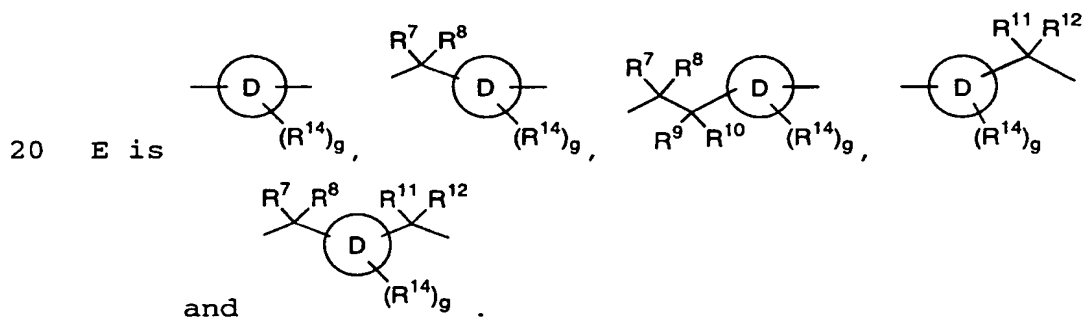
30 R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
alkyl;

$R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue  
 substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r-5-6$   
 membered heterocyclic system containing 1-2  
 5 heteroatoms selected from N, O, and S, substituted  
 with 0-2  $R^{15e}$ ;

$R^{15b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, a  
 $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with  
 10 0-3  $R^{15e}$ , and  $(CH_2)_r-5-6$  membered heterocyclic  
 system containing 1-2 heteroatoms selected from N,  
 O, and S, substituted with 0-2  $R^{15e}$ ; and

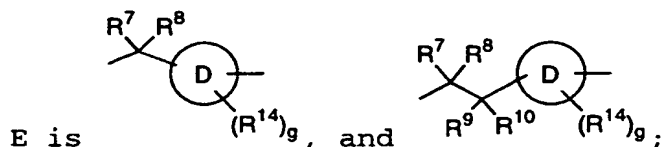
$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 15 Cl, F, Br, CN,  $(CF_2)_rCF_3$ , and OH.

[11] In another embodiment, the present invention  
 provides novel compounds of formula (I), wherein:



[12] In a further embodiment, the present invention  
 provides novel compounds of formula (I), wherein:

25



ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

5 R<sup>7</sup> is selected from H; and

R<sup>8</sup> is selected from H.

[13] In a further embodiment, the present invention  
10 provides novel compounds of formula (I), wherein:

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl,  
propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,

15 (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>,  
(CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
(CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with  
20 0-3 R<sup>16e</sup>;

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H,  
methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
residue substituted with 0-2 R<sup>16e</sup>;

25 R<sup>16e</sup>, at each occurrence, is selected from methyl,  
ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

R<sup>16f</sup>, at each occurrence, is selected from H; and  
30

r is selected from 0, 1, and 2.

[14] In a further embodiment, the present invention provides novel compounds of formula (I), wherein:

5

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>15</sup> and a (CR<sup>3'</sup>CR<sup>3''</sup>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15</sup>;

10

R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H;

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,

15

(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,  
 (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R',  
 C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
 (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
 1-4 heteroatoms selected from N, O, and S,  
 substituted with 0-2 R<sup>15e</sup>;

20

25

R', at each occurrence, is selected from H, and C<sub>1-6</sub> alkyl;

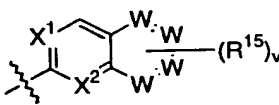
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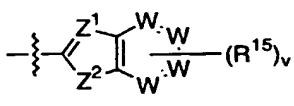
$R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue  
substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$ -5-6  
5 membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2  $R^{15e}$ ;

$R^{15b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, a  
 $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with  
10 0-3  $R^{15e}$ , and  $(CH_2)_r$ -5-6 membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
O, and S, substituted with 0-2  $R^{15e}$ ; and

$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
15 Cl, F, Br, I, CN,  $(CF_2)_rCF_3$ , and OH.

[15] In another embodiment, the present invention  
provides novel compounds of formula (I), wherein:

G is selected from , and

20 .

[16] In another embodiment, the present invention  
provides novel compounds of formula (I), wherein:

25  $R^1$  is selected from H;

both  $X^1$  and  $X^2$  cannot be C; and

$Z^2$  is selected from  $NR^{1'}$ , O, and S.

30

[17] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

R<sup>17</sup> is selected from H;

5

R<sup>18</sup> is selected from H;

j is selected from 0, 1, and 2;

10 i is selected from 1 and 2;

s is selected from 0, 1, and 2; and

g is selected from 0, 1, and 2.

15

[18] In another embodiment, the present invention provides novel compounds of formula (I), wherein:

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ .

20

[19] In a further embodiment, the present invention provides novel compounds of formula (I), wherein:

R<sup>7</sup> is selected from H;

25

R<sup>8</sup> is selected from H; and

R<sup>12</sup> is selected from H.

30 [20] In a further embodiment, the present invention provides novel compounds of formula (I), wherein:

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,

$(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
 $(\text{CHR}')_r\text{NR}^{16a}\text{R}^{16a'}$ ;  $(\text{CHR}')_r\text{OH}$ ,  $(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{16d}$ ,  
 $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{16b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{16a}\text{R}^{16a'}$ ,  
 $(\text{CHR}')_r\text{NR}^{16f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{16b}$ ,  $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{16b}$ ,  
5  $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{16a}\text{R}^{16a'}$ ,  $(\text{CHR}')_r\text{NR}^{16f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{16b}$ ,  
 $\text{C}_{1-6}$  haloalkyl, and  $(\text{CHR}')_r$ phenyl substituted with  
0-3  $\text{R}^{16e}$ ;

10  $\text{R}^{16a}$  and  $\text{R}^{16a'}$ , at each occurrence, are selected from H,  
methyl, ethyl, and a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
residue substituted with 0-2  $\text{R}^{16e}$ ;

15  $\text{R}^{16e}$ , at each occurrence, is selected from methyl,  
ethyl, Cl, F, Br, I, CN,  $\text{CF}_3$ , and  $\text{OCH}_3$ ;

$\text{R}^{16f}$ , at each occurrence, is selected from H; and

$r$  is selected from 0, 1, and 2.

20 [21] In a further embodiment, the present invention  
provides novel compounds of formula (I), wherein:

$\text{R}^{15}$ , at each occurrence, is selected from  $\text{C}_{1-8}$  alkyl,  
 $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
25  $(\text{CHR}')_r\text{NR}^{15a}\text{R}^{15a'}$ ,  $(\text{CHR}')_r\text{OH}$ ,  $(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{15d}$ ,  
 $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{15a}\text{R}^{15a'}$ ,  
 $(\text{CHR}')_r\text{NR}^{15f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  
 $(\text{CHR}')_r\text{NR}^{15f}\text{C}(\text{O})\text{NR}^{15a}\text{R}^{15a'}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{15d}$ ,  
 $(\text{CHR}')_r\text{OC}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{15b}$ ,  
30  $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{15a}\text{R}^{15a'}$ ,  $(\text{CHR}')_r\text{NR}^{15f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{15b}$ ,  
 $\text{C}_{1-6}$  haloalkyl,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  
 $\text{R}'$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}'$ ,

(CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;

5

R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
alkyl;

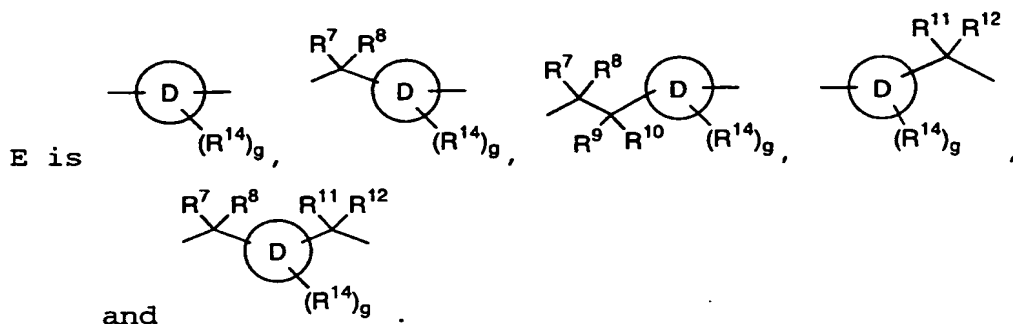
10 R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;

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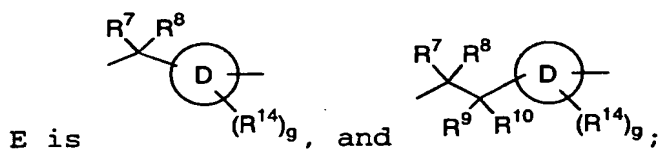
R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
20 O, and S, substituted with 0-2 R<sup>15e</sup>; and

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

25 [22] In another embodiment, the present invention  
provides novel compounds of formula (I), wherein:



[23] In a further embodiment, the present invention  
5 provides novel compounds of formula (I), wherein:



ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

10

R<sup>7</sup> is selected from H;

R<sup>8</sup> is selected from H.

15 [24] In a further embodiment, the present invention  
provides novel compounds of formula (I), wherein:

20 R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl,  
propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,  
(CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>,  
(CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
(CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,

C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

5 R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>16e</sup>;

R<sup>16e</sup>, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

10

R<sup>16f</sup>, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

15 [25] In a further embodiment, the present invention provides novel compounds of formula (I), wherein:

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN, (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>, 20 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>, (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, 25 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, 30 substituted with 0-2 R<sup>15e</sup>;

R', at each occurrence, is selected from H, and C<sub>1-6</sub> alkyl;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
O, and S, substituted with 0-2 R<sup>15e</sup>; and

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
Cl, F, Br, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

[26] In another embodiment, the present invention  
provides novel compounds of formula (I), wherein the  
compound of formula I is selected from:

N-3-[*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-  
yl]-n-prop-1-yl-N'-3-acetylphenylurea;

N-3-[*trans*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-  
yl]-n-prop-1-yl-N'-3-acetylphenylurea;

(+/-)-N-3-[*trans*-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-  
benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-  
acetylphenylurea;

- (+/-)-N-3-[trans-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;
- 5 (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;
- 10 (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;
- 15 N-(3-acetylphenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- N-(4-fluorophenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 20 N-(3-acetylphenyl)-N'-[3-[(1S,4R,6S)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 25 N-(3-acetylphenyl)-N'-[3-[(1R,4S,6R)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 30 N-(3-acetylphenyl)-N'-[3-[(1S,4R,6R)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 35 N-(3-acetylphenyl)-N'-[3-[(1R,4S,6S)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

- N*-(4-fluorophenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 5 *N*-(4-fluorophenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 10 *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 15 *N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 20 *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 25 *N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 30 *N*-(4-fluorophenyl)-*N'*-{3-[(1*S*,5*R*,6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- N*-(4-fluorophenyl)-*N'*-{3-[(1*R*,5*S*,6*S*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- N*-(3-acetylphenyl)-*N'*-{3-[(1*S*,5*R*,6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea; and

N-(3-acetylphenyl)-N'-{3-[(1R,5S,6S)-6-(4-fluorophenyl)-  
3-azabicyclo[3.2.0]hept-3-yl]propyl}urea.

5 [27] In a third embodiment, the present invention provides a pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of the present invention.

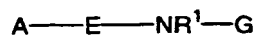
10 [28] In a fourth embodiment, the present invention provides a method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of the compounds of the present invention.

15 [29] In another embodiment, the present invention provides a method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective  
20 amount of the compounds of the present invention.

[29] In another embodiment, the present invention provides a method for treating or preventing asthma, comprising administering to a patient in need thereof a  
25 therapeutically effective amount of the compounds of the present invention.

[30] In another embodiment, the present invention provides a method for treating or preventing asthma,  
30 comprising administering to a patient in need thereof a therapeutically effective amount of compounds of the present invention.

[31] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I):

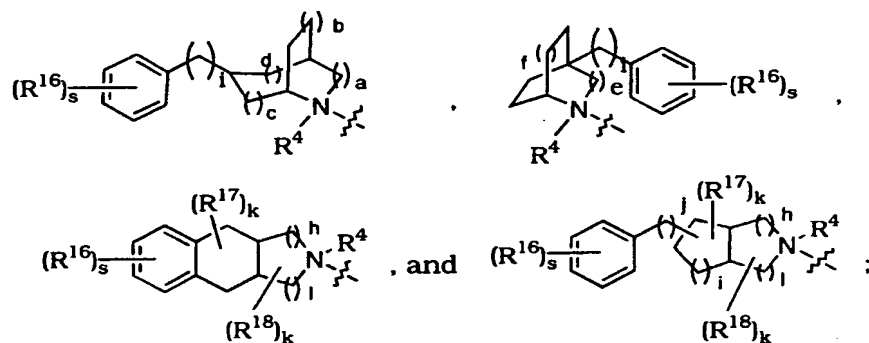


5

(I)

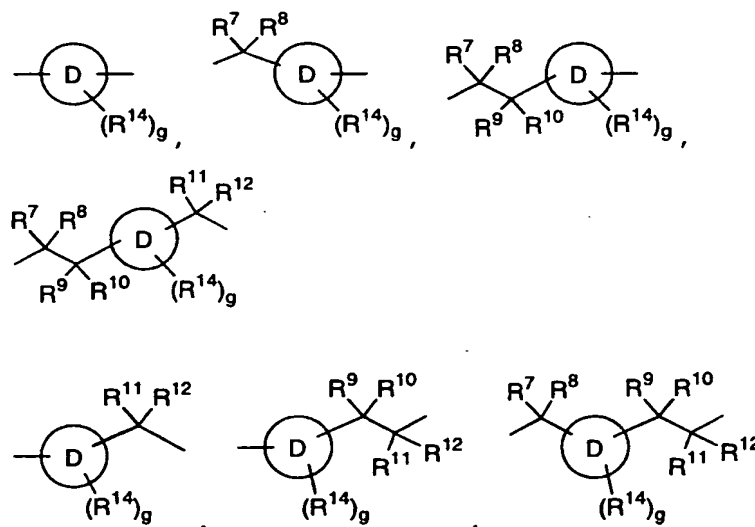
or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

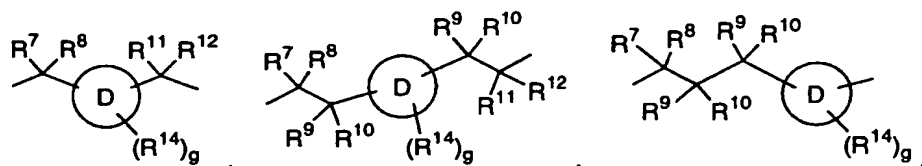
10 ring A is selected from



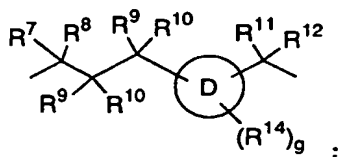
E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ ,

15





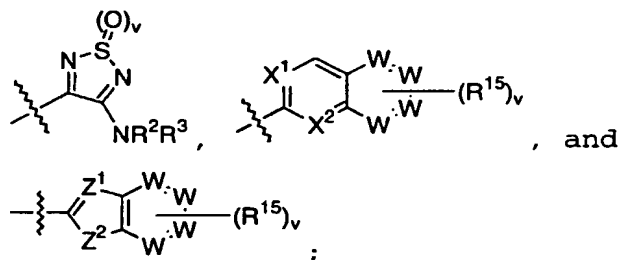
and



5

ring D is selected from a C<sub>3-6</sub> carbocyclic residue and a 5 or 6 membered heterocycle;

- 10 G is selected from -C(O)R<sup>3</sup>, -C(O)NR<sup>2</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -SO<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=S)NR<sup>2</sup>R<sup>3</sup>, C(=NR<sup>1a</sup>)NR<sup>2</sup>R<sup>3</sup>, C(=CHCN)NR<sup>2</sup>R<sup>3</sup>, C(=CHNO<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>, C(=C(CN)<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>,



15

W, at each occurrence, is independently selected from C or N, provided at least two of W are C;

x<sup>1</sup> and x<sup>2</sup> are independently selected from C and N;

20

z<sup>1</sup> is selected from C and N;

$Z^2$  is selected from  $NR^{1'}$ , O, S and C;

$R^1$ ,  $R^{1'}$  and  $R^2$  are independently selected from H,  $C_{1-8}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^{1a}$  is independently selected from H,  $C_{1-6}$  alkyl, -OH, -CN,  $-NO_2$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^a$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^bR^b$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOR^c$ ,  $(CH_2)_rSH$ ,  $(CH_2)_rSR^c$ ,  $(CH_2)_rC(O)R^b$ ,  $(CH_2)_rC(O)NR^bR^b$ ,  $(CH_2)_rNR^bC(O)R^b$ ,  $(CH_2)_rC(O)OR^b$ ,  $(CH_2)_rOC(O)R^c$ ,  $(CH_2)_rCH(=NR^b)NR^bR^b$ ,  $(CH_2)_rNHC(=NR^b)NR^bR^b$ ,  $(CH_2)_rS(O)_pR^c$ ,  $(CH_2)_rS(O)_2NR^bR^b$ ,  $(CH_2)_rNR^bS(O)_2R^c$ , and  $(CH_2)_r$ phenyl;

$R^b$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^c$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

alternatively,  $R^1$  and  $R^2$  join to form a 5, 6, or 7-membered ring substituted with 0-3  $R^a$ ;

$R^3$  is selected from a  $(CR^{3'}R^{3''})_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{15}$  and a  $(CR^{3'}R^{3''})_r-5-$

10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15</sup>;

5 R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H, C<sub>1-6</sub>

alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>4</sup> is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CH<sub>2</sub>)<sub>q</sub>C(O)R<sup>4b</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)NR<sup>4a</sup>R<sup>4a'</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)OR<sup>4a</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4c</sup>;

15

R<sup>4a</sup> and R<sup>4a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and phenyl;

20 R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkynyl, and phenyl;

25 R<sup>4c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4a</sup>R<sup>4a'</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30 R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>7d</sup>, (CH<sub>2</sub>)<sub>q</sub>SR<sup>7d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>R<sup>7a'</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7b</sup>,

- $(CH_2)_qNR^{7a}C(O)H$ ,  $(CH_2)_rC(O)OR^{7a}$ ,  $(CH_2)_qOC(O)R^{7b}$ ,  
 $(CH_2)_qS(O)_pR^{7b}$ ,  $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$ ,  
 $(CH_2)_qNR^{7a}S(O)_2R^{7b}$ ,  $(CH_2)_qNHC(O)N^{7a}R^{7a}$ ,  
 $(CH_2)_qNHC(O)OR^{7a}$ ,  $(CH_2)_qOC(O)N^{7a}R^{7a}$ ,  $C_{1-6}$  haloalkyl,  
5 a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with  
0-3  $R^{7c}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-2  $R^{7c}$ ;
- 10  $R^{7a}$  and  $R^{7a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{7e}$ ,  
and a  $(CH_2)_r-5-10$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
15 S, substituted with 0-3  $R^{7e}$ ;
- $R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{7e}$ , and a  $(CH_2)_r-5-6$   
20 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{7e}$ ;
- $R^{7c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
25  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{7f}R^{7f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{7b}$ ,  $(CH_2)_rC(O)NR^{7f}R^{7f}$ ,  
 $(CH_2)_rNR^{7f}C(O)R^{7b}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  
30  $(CH_2)_rOC(O)R^{7b}$ ,  $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$ ,  
 $(CH_2)_rS(O)_pR^{7b}$ ,  $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$ ,

$(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_r\text{NR}^{7f}\text{S}(\text{O})_2\text{R}^{7b}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{7e}$ ;

$\text{R}^{7d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 5  $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{7e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic residue  
 substituted with 0-3  $\text{R}^{7c}$ ;

$\text{R}^{7e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 10  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
 Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
 SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

15  $\text{R}^{7f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
 and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^8$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{8a}$ ;

20  $\text{R}^{8a}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
 Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
 SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
 25  $(\text{CH}_2)_r\text{phenyl}$ ;

alternatively,  $\text{R}^7$  and  $\text{R}^8$  join to form  $\text{C}_{3-7}$  cycloalkyl,  
 $=\text{NR}^{8b}$ , or  $=\text{O}$ ;

30  $\text{R}^{8b}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, OH,  
 CN, and  
 $(\text{CH}_2)_r\text{-phenyl}$ ;

- $R^9$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, F, Cl, Br, I,  $NO_2$ , CN,  $(CH_2)_rOH$ ,  $(CH_2)_rSH$ ,  $(CH_2)_rOR^{9d}$ ,  $(CH_2)_rSR^{9d}$ ,  $(CH_2)_rNR^{9a}R^{9a'}$ ,  $(CH_2)_rC(O)OH$ ,  
 5  $(CH_2)_rC(O)R^{9b}$ ,  $(CH_2)_rC(O)NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}C(O)R^{9a}$ ,  
 $(CH_2)_rNR^{9a}C(O)H$ ,  $(CH_2)_rNR^{9a}C(O)N^{9a}R^{9a}$ ,  
 $(CH_2)_rC(O)OR^{9a}$ ,  $(CH_2)_rOC(O)R^{9b}$ ,  $(CH_2)_rS(O)_pR^{9b}$ ,  
 $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}S(O)_2R^{9b}$ ,  $C_{1-6}$   
 haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue  
 10 substituted with 0-5  $R^{9c}$ , and a  $(CH_2)_r-5-10$   
 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^{9c}$ ;
- 15  $R^{9a}$  and  $R^{9a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$   
 carbocyclic residue substituted with 0-5  $R^{9e}$ ,  
 and a  $(CH_2)_r-5-10$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 20 S, substituted with 0-3  $R^{9e}$ ;
- $R^{9b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic  
 residue substituted with 0-2  $R^{9e}$ , and a  $(CH_2)_r-5-6$   
 25 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^{9e}$ ;
- $R^{9c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 30  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
 Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{9f}R^{9f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,

$(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9f}\text{R}^{9f}$ ,  
 $(\text{CH}_2)_r\text{NR}^{9f}\text{C}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{9b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$ ,  
5  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9f}\text{R}^{9f}$ ,  $(\text{CH}_2)_r\text{NR}^{9f}\text{S}(\text{O})_2\text{R}^{9b}$ , and  
 $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{9e}$ ;

$\text{R}^{9d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{9e}$ ,  $\text{C}_{3-6}$  alkenyl,  
10  $\text{C}_{3-6}$  alkynyl, a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{9c}$ , and a 5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from the group consisting of N, O, and S  
substituted with 0-3  $\text{R}^{9c}$ ;

15  $\text{R}^{9e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl,  
OH, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$ , and  
20  $(\text{CH}_2)_r$ phenyl;

$\text{R}^{9f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;

25  $\text{R}^{10}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl, F, Cl, Br, I,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{OH}$ ,  
 $(\text{CH}_2)_r\text{OR}^{10d}$ ,  $(\text{CH}_2)_r\text{SR}^{10d}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{R}^{10a}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{H}$ ,  
30  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{10a}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10a}\text{R}^{10a'}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{S}(\text{O})_2\text{R}^{10b}$ ,  $\text{C}_{1-6}$

haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{10c}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10c}$ ;

$\text{R}^{10a}$  and  $\text{R}^{10a'}$ , at each occurrence, are selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{10e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10e}$ ;

$\text{R}^{10b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{10e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{10e}$ ;

$\text{R}^{10c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{-C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(\text{CF}_2)_r\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{NR}^{10f}\text{C}(\text{O})\text{R}^{10a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10f}\text{R}^{10f}$ ,  $(\text{CH}_2)_r\text{NR}^{10f}\text{S}(\text{O})_2\text{R}^{10b}$ , and  $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{10e}$ ;

$R^{10d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{1-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{3-6}$  alkenyl,  
 $C_{3-6}$  alkynyl, a  $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{10c}$ , and a 5-6 membered  
5 heterocyclic system containing 1-4 heteroatoms  
selected from the group consisting of N, O, and S  
substituted with 0-3  $R^{10c}$ ;

$R^{10e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
10  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  
Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl,  
OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{10f} R^{10f}$ , and  
 $(CH_2)_r$ phenyl;

15  $R^{10f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
and  $C_{3-6}$  cycloalkyl;

alternatively,  $R^9$  and  $R^{10}$  join to form  $C_{3-7}$  cycloalkyl,  
5-6-membered cyclic ketal, or  $=O$ ;

20 with the proviso that when  $R^{10}$  is  $-OH$ ,  $R^9$  is not  
halogen, cyano, or bonded to the carbon to which it  
is attached through a heteroatom;

25  $R^{11}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$   
alkynyl,  $(CH_2)_q OH$ ,  $(CH_2)_q SH$ ,  $(CH_2)_q OR^{11d}$ ,  
 $(CH_2)_q SR^{11d}$ ,  $(CH_2)_q NR^{11a} R^{11a'}$ ,  $(CH_2)_r C(O)OH$ ,  
 $(CH_2)_r C(O)R^{11b}$ ,  $(CH_2)_r C(O)NR^{11a} R^{11a'}$ ,  
 $(CH_2)_q NR^{11a} C(O)R^{11b}$ ,  $(CH_2)_q NR^{11a} C(O)NR^{11a} R^{11a'}$ ,  
30  $(CH_2)_r C(O)OR^{11a}$ ,  $(CH_2)_q OC(O)R^{11b}$ ,  $(CH_2)_q S(O)_p R^{11b}$ ,  
 $(CH_2)_q S(O)_2 NR^{11a} R^{11a'}$ ,  $(CH_2)_q NR^{11a} S(O)_2 R^{11b}$ ,  $C_{1-6}$   
haloalkyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue

substituted with 0-5  $R^{11c}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11c}$ ;

5

$R^{11a}$  and  $R^{11a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

10

$R^{11b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

15

$R^{11c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ - $CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r$ - $NR^{11f}R^{11f}$ ,  $(CH_2)_r$ -OH,  $(CH_2)_r$ - $OC_{1-4}$  alkyl,  $(CH_2)_r$ - $SC_{1-4}$  alkyl,  $(CH_2)_r$ - $C(O)OH$ ,  $(CH_2)_r$ - $C(O)R^{11b}$ ,  $(CH_2)_r$ - $C(O)NR^{11f}R^{11f}$ ,  $(CH_2)_r$ - $NR^{11f}C(O)R^{11a}$ ,  $(CH_2)_r$ - $C(O)OC_{1-4}$  alkyl,  $(CH_2)_r$ - $OC(O)R^{11b}$ ,  $(CH_2)_r$ - $C(=NR^{11f})NR^{11f}R^{11f}$ ,  $(CH_2)_r$ - $NHC(=NR^{11f})NR^{11f}R^{11f}$ ,  $(CH_2)_r$ - $S(O)_pR^{11b}$ ,  $(CH_2)_r$ - $S(O)_2NR^{11f}R^{11f}$ ,  $(CH_2)_r$ - $NR^{11f}S(O)_2R^{11b}$ , and  $(CH_2)_r$ -phenyl substituted with 0-3  $R^{11e}$ ;

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30

$R^{11d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $C_{1-6}$  alkyl substituted with 0-3  $R^{11e}$ ,  $C_{3-6}$  alkenyl,

C<sub>3-6</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>11c</sup>;

R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
 5 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F,  
 Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH,  
 SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and  
 (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
 and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
 cycloalkyl, and (CH<sub>2</sub>)<sub>t</sub>phenyl substituted with 0-3  
 15 R<sup>12a</sup>;

R<sup>12a</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F,  
 Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH,  
 20 SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and  
 (CH<sub>2</sub>)<sub>r</sub>phenyl;

alternatively, R<sup>11</sup> and R<sup>12</sup> join to form C<sub>3-7</sub> cycloalkyl;

25 R<sup>14</sup> is selected from C<sub>1-4</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub>  
 alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, C(O)NR<sup>14a</sup>R<sup>14a'</sup>,  
 C(O)R<sup>14b</sup>, C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>14b</sup>,  
 (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>14c</sup>, OR<sup>14a</sup>,  
 NR<sup>14a</sup>R<sup>14a'</sup>, =O, and NR<sup>14a</sup>C(O)R<sup>14a'</sup>;

30 R<sup>14a</sup> and R<sup>14a'</sup>, at each occurrence, are selected from H,  
 C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl

substituted with 0-3 R<sup>14c</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>14c</sup>;

5

R<sup>14b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>rC3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>14c</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>14c</sup>; and

10

R<sup>14c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>rC3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>rCF3</sub>, (CH<sub>2</sub>)<sub>rOC1-5</sub> alkyl, OH, (CH<sub>2</sub>)<sub>w</sub>phenyl;

15

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, (CH<sub>2</sub>)<sub>rC3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>, (CHR')<sub>r</sub>SH, (CHR')<sub>r</sub>C(O)H, (CHR')<sub>r</sub>S(CHR')<sub>r</sub>R<sup>15d</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>, (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(=NR<sup>15f</sup>)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NHC(=NR<sup>15f</sup>)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

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R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

5

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

10

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

15

R<sup>15d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>15e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15e</sup>;

20

25

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>15f</sup>R<sup>15f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

30

- $R^{15f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;
- 5  $R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_r NR^{16a} R^{16a'}$ ,  $(CHR')_r OH$ ,  $(CHR')_r O(CHR')_r R^{16d}$ ,  $(CHR')_r SH$ ,  $(CHR')_r C(O)H$ ,  $(CHR')_r S(CHR')_r R^{16d}$ ,  $(CHR')_r C(O)OH$ ,  
 10  $(CHR')_r C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)O(CHR')_r R^{16d}$ ,  $(CHR')_r OC(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r NHC(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r S(O)_p(CHR')_r R^{16b}$ ,  $(CHR')_r S(O)_2 NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} S(O)_2(CHR')_r R^{16b}$ ,  
 15  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CHR')_r$  phenyl substituted with 0-3  $R^{16e}$ ;
- $R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  
 20  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{16e}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{16e}$ ;
- 25  $R^{16b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_{r-5-6}$  membered heterocyclic system containing 1-4  
 30 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{16e}$ ;

$R^{16d}$ , at each occurrence, is selected from  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, methyl,  $CF_3$ ,  $C_{1-6}$  alkyl substituted with 0-3  $R^{16e}$ , a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r$ -5-6  
 5 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{16e}$ ;

$R^{16e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 10  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r$ - $CF_3$ ,  $(CH_2)_r$ - $OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r$ - $SC_{1-5}$  alkyl,  $(CH_2)_r$ - $NR^{16f}R^{16f}$ , and  $(CH_2)_r$ -phenyl;

15  $R^{16f}$ , at each occurrence, is selected from H,  $C_{1-5}$  alkyl, and  $C_{3-6}$  cycloalkyl, and phenyl;

$R^{17}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_q$ -OH,  $(CH_2)_q$ -SH,  $(CH_2)_q$ - $OR^{17d}$ ,  
 20  $(CH_2)_q$ - $SR^{17d}$ ,  $(CH_2)_q$ - $NR^{17a}R^{17a'}$ ,  $(CH_2)_r$ -C(O)OH,  $(CH_2)_r$ -C(O) $R^{17b}$ ,  $(CH_2)_r$ -C(O) $NR^{17a}R^{17a'}$ ,  $(CH_2)_q$ - $NR^{17a}C(O)R^{17b}$ ,  $(CH_2)_q$ - $NR^{17a}C(O)H$ ,  $(CH_2)_r$ -C(O) $OR^{17a}$ ,  $(CH_2)_q$ -OC(O) $R^{17b}$ ,  $(CH_2)_q$ -S(O) $P^{17b}$ ,  $(CH_2)_q$ -S(O) $_2NR^{17a}R^{17a'}$ ,  $(CH_2)_q$ - $NR^{17a}S(O)_2R^{17b}$ ,  $C_{1-6}$   
 25 haloalkyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{17c}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{17c}$ ;

30  $R^{17a}$  and  $R^{17a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-}$

carbocyclic residue substituted with 0-5  $R^{17e}$ ,  
 and a  $(CH_2)_r$ -5-10 membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-3  $R^{17e}$ ;

5

$R^{17b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic  
 residue substituted with 0-2  $R^{17e}$ , and a  $(CH_2)_r$ -5-6  
 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^{17e}$ ;

10

$R^{17c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl,  
 Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{17f}R^{17f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{17b}$ ,  $(CH_2)_rC(O)NR^{17f}R^{17f}$ ,  
 $(CH_2)_rNR^{17f}C(O)R^{17a}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  
 $(CH_2)_rOC(O)R^{17b}$ ,  $(CH_2)_rC(=NR^{17f})NR^{17f}R^{17f}$ ,  
 $(CH_2)_rS(O)_pR^{17b}$ ,  $(CH_2)_rNHC(=NR^{17f})NR^{17f}R^{17f}$ ,  
 $(CH_2)_rS(O)_2NR^{17f}R^{17f}$ ,  $(CH_2)_rNR^{17f}S(O)_2R^{17b}$ , and  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{17e}$ ;

15

20

$R^{17d}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl  
 substituted with 0-3  $R^{17e}$ ,  $C_{3-6}$  alkenyl,  $C_{3-6}$   
 alkynyl, and a  $C_{3-10}$  carbocyclic residue  
 substituted with 0-3  $R^{17c}$ ;

25

$R^{17e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
 Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,

30

SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{17f}\text{R}^{17f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

$\text{R}^{17f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
 5 and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{18}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
 alkynyl,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{SH}$ ,  $(\text{CH}_2)_q\text{OR}^{18d}$ ,  
 $(\text{CH}_2)_q\text{SR}^{18d}$ ,  $(\text{CH}_2)_q\text{NR}^{18a}\text{R}^{18a'}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  
 10  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{18a}\text{R}^{18a'}$ ,  
 $(\text{CH}_2)_q\text{NR}^{18a}\text{C}(\text{O})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{NR}^{18a}\text{C}(\text{O})\text{H}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{18a}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{18b}$ ,  
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{18a}\text{R}^{18a'}$ ,  $(\text{CH}_2)_q\text{NR}^{18a}\text{S}(\text{O})_2\text{R}^{18b}$ ,  $\text{C}_{1-6}$   
 haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue  
 15 substituted with 0-3  $\text{R}^{18c}$ , and a  $(\text{CH}_2)_r\text{-5-10}$   
 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-2  $\text{R}^{18c}$ ;

20  $\text{R}^{18a}$  and  $\text{R}^{18a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
 carbocyclic residue substituted with 0-5  $\text{R}^{18e}$ ,  
 and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 25 S, substituted with 0-3  $\text{R}^{18e}$ ;

$\text{R}^{18b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
 residue substituted with 0-2  $\text{R}^{18e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$   
 30 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $\text{R}^{18e}$ ;

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$R^{18c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  
 Cl, Br, I, F,  $(CF_2)_r CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r NR^{18f} R^{18f}$ ,  
 5  $(CH_2)_r OH$ ,  $(CH_2)_r OC_{1-4}$  alkyl,  $(CH_2)_r SC_{1-4}$  alkyl,  
 $(CH_2)_r C(O) OH$ ,  $(CH_2)_r C(O) R^{18b}$ ,  $(CH_2)_r C(O) NR^{18f} R^{18f}$ ,  
 $(CH_2)_r NR^{18f} C(O) R^{18b}$ ,  $(CH_2)_r C(O) OC_{1-4}$  alkyl,  
 $(CH_2)_r OC(O) R^{18b}$ ,  $(CH_2)_r C(=NR^{18f}) NR^{18f} R^{18f}$ ,  
 $(CH_2)_r S(O)_p R^{18b}$ ,  $(CH_2)_r NHC(=NR^{18f}) NR^{18f} R^{18f}$ ,  
 10  $(CH_2)_r S(O)_2 NR^{18f} R^{18f}$ ,  $(CH_2)_r NR^{18f} S(O)_2 R^{18b}$ , and  
 $(CH_2)_r$  phenyl substituted with 0-3  $R^{18e}$ ;

$R^{18d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{1-6}$  alkyl substituted with 0-3  $R^{18e}$ ,  $C_{3-6}$  alkenyl,  
 15  $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue  
 substituted with 0-3  $R^{18c}$ ;

$R^{18e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
 20 Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH,  
 SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{18f} R^{18f}$ , and  
 $(CH_2)_r$  phenyl;

$R^{18f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
 25 and  $C_{3-6}$  cycloalkyl;

a is selected from 0 and 1;

b is selected from 0 and 1, wherein if  $a=0$ , then  $b = 1$ ;  
 30

c is selected from 0, 1, and 2;

d is selected from 0, 1, and 2, wherein  $c + d$  equals 1 or 2;

e is selected from 0 and 1;

5 f is selected from 0 and 1, wherein  $e + f$  equals 1 or 2;

g is selected from 0, 1, 2 and 3;

10 h is selected from 0 and 1;

i is selected from 0, 1, 2, 3, 4, and 5;

j is selected from 0, 1, 2, 3, 4, and 5;

15 k is selected from 0, 1, and 2;

l is selected from 0, 1, 2 and 3, wherein  $l + h$  equals 2 or 3;

20 v, at each occurrence, is independently selected from 0, 1, and 2;

t is selected from 1 and 2;

25 w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

30 s is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1 and 2.

35

[31] In another embodiment, the present invention provides method of modulating chemokine receptor by administering a compound of formula (I), wherein:

5

[32] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

10  $R^4$  is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

$R^7$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_qOH$ ,  $(CH_2)_qOR^{7d}$ ,  $(CH_2)_qNR^{7a}R^{7a'}$ ,  
 15  $(CH_2)_rC(O)R^{7b}$ ,  $(CH_2)_rC(O)NR^{7a}R^{7a'}$ ,  $(CH_2)_qNR^{7a}C(O)R^{7a}$ ,  
 $(CH_2)_qNR^{7a}C(O)H$ ,  $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$ ,  
 $(CH_2)_qNR^{7a}S(O)_2R^{7b}$ ,  $(CH_2)_qNHC(O)NHR^{7a}$ ,  
 $(CH_2)_qNHC(O)OR^{7a}$ ,  $(CH_2)_qOC(O)NHR^{7a}$ ,  $C_{1-6}$  haloalkyl,  
 a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with  
 20 0-3  $R^{7c}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7c}$ ;

alternatively,  $R^7$  and  $R^8$  join to form  $C_{3-7}$  cycloalkyl,  
 25  $=NR^{8b}$ , or  $=O$ ;

$R^9$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rOH$ ,  $(CH_2)_rOR^{9d}$ ,  $(CH_2)_rNR^{9a}R^{9a'}$ ,  
 $(CH_2)_rC(O)R^{9b}$ ,  $(CH_2)_rC(O)NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}C(O)R^{9b}$ ,  
 30  $(CH_2)_rNR^{9a}C(O)H$ ,  $(CH_2)_rNR^{9a}C(O)NHR^{9a}$ ,  
 $(CH_2)_rNR^{9a}S(O)_2R^{9b}$ ,  $C_{1-6}$  haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9c}$ , and a

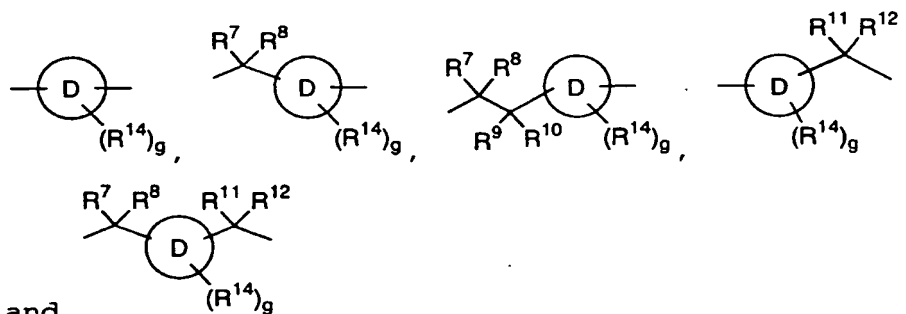
(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
1-4 heteroatoms selected from N, O, and S,  
substituted with 0-3 R<sup>9c</sup>;

5 R<sup>10</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub>  
alkynyl;

R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub>  
alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>11d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>R<sup>11a'</sup>,  
10 (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a'</sup>,  
(CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>C(O)R<sup>11a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>C(O)NHR<sup>11a</sup>,  
(CH<sub>2</sub>)<sub>q</sub>NHC(O)NHR<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NHC(O)OR<sup>7a</sup>,  
(CH<sub>2</sub>)<sub>q</sub>OC(O)NHR<sup>7a</sup>, C<sub>1-6</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>11c</sup>, and  
15 a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>11c</sup>.

[33] In another embodiment, the present invention  
20 provides a method of modulating chemokine receptor by  
administering a compound of formula (I), wherein:

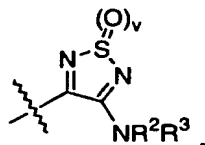
E is selected from -(CR<sup>7</sup>R<sup>8</sup>)-(CR<sup>9</sup>R<sup>10</sup>)<sub>v</sub>-(CR<sup>11</sup>R<sup>12</sup>),



[34] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

5

G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ ,  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ ,  $C(=C(CN)_2)NR^2R^3$ , and



10

[35] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

15

$R^{17}$  is selected from H;

$R^{18}$  is selected from H;

20  $j$  is selected from 0, 1, and 2;

$i$  is selected from 1 and 2;

$s$  is selected from 0, 1, and 2; and

25

$g$  is selected from 0, 1, and 2.

[36] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

30

R<sup>1</sup> is selected from H;

R<sup>2</sup> is selected from H; and

5

G is selected from -C(O)NR<sup>2</sup>R<sup>3</sup>, C(=CHCN)NR<sup>2</sup>R<sup>3</sup>,  
C(=CHNO<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>, and C(=C(CN)<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>.

10 [37] In a further embodiment, the present invention  
provides a method of modulating chemokine receptor  
by administering a compound of formula (I),  
wherein:

E is selected from -(CR<sup>7</sup>R<sup>8</sup>)-(CR<sup>9</sup>R<sup>10</sup>)<sub>v</sub>-(CR<sup>11</sup>R<sup>12</sup>).

15

[38] In a further embodiment, the present invention  
provides a method of modulating chemokine receptor  
by administering a compound of formula (I),  
wherein:

20

R<sup>7</sup> is selected from H;

R<sup>8</sup> is selected from H; and

25 R<sup>12</sup> is selected from H.

[39] In a further embodiment, the present invention  
provides a method of modulating chemokine receptor  
by administering a compound of formula (I),  
30 wherein:

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl,  
propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,

(CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
 5 C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with  
 0-3 R<sup>16e</sup>;

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H,  
 methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
 10 residue substituted with 0-2 R<sup>16e</sup>;

R<sup>16e</sup>, at each occurrence, is selected from methyl,  
 ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

15 R<sup>16f</sup>, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

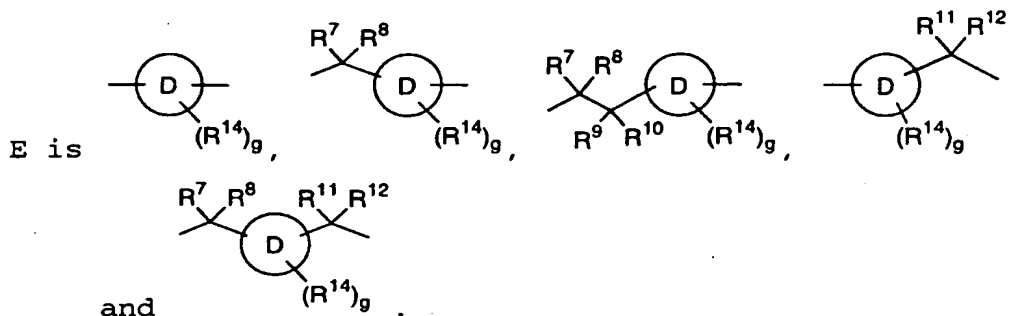
[40] In another embodiment, the present invention  
 20 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 wherein:

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
 25 substituted with 0-2 R<sup>15</sup>;

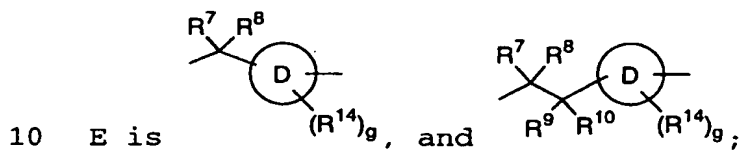
R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H;

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
 30 (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,  
 (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,

- (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
 5 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
 (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing  
 1-4 heteroatoms selected from N, O, and S,  
 substituted with 0-2 R<sup>15e</sup>;  
 10 R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
 alkyl;
- R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
 15 C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue  
 substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub>  
 membered heterocyclic system containing 1-2  
 heteroatoms selected from N, O, and S, substituted  
 with 0-2 R<sup>15e</sup>;  
 20 R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
 (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue substituted with  
 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic  
 system containing 1-2 heteroatoms selected from N,  
 25 O, and S, substituted with 0-2 R<sup>15e</sup>; and
- R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
 Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.
- 30 [41] In a further embodiment, the present invention  
 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 wherein:



- 5 [42] In a further embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:



ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

R<sup>7</sup> is selected from H; and

15

R<sup>8</sup> is selected from H.

- [43] In a further embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:
- 20

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>x</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, CN, (CHR')<sub>x</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>x</sub>OH, (CHR')<sub>x</sub>O(CHR')<sub>x</sub>R<sup>16d</sup>,

25

(CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
 C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with  
 5 0-3 R<sup>16e</sup>;

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H,  
 methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
 residue substituted with 0-2 R<sup>16e</sup>;  
 10

R<sup>16e</sup>, at each occurrence, is selected from methyl,  
 ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

R<sup>16f</sup>, at each occurrence, is selected from H; and  
 15 r is selected from 0, 1, and 2.

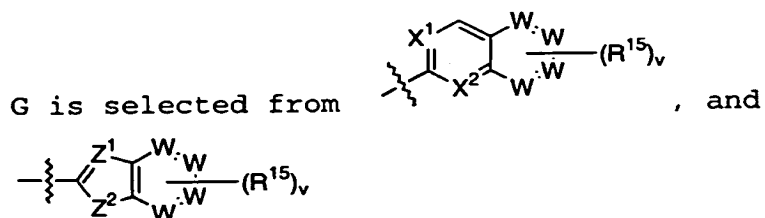
[44] In another embodiment, the present invention  
 provides a method of modulating chemokine receptor  
 20 by administering a compound of formula (I),  
 wherein:

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
 substituted with 0-2 R<sup>15</sup>;  
 25

R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H;

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
 (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,  
 30 (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,

- (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
5 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;
- 10 R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
alkyl;
- R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
15 substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;
- 20 R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
O, and S, substituted with 0-2 R<sup>15e</sup>; and  
25 R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.
- [45] In another embodiment, the present invention  
30 provides a method of modulating chemokine receptor  
by administering a compound of formula (I),  
wherein:



- [46] In another embodiment, the present invention  
 5 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 wherein:

- $R^1$  is selected from H;  
 10 both  $X^1$  and  $X^2$  cannot be C; and  
 $Z^2$  is selected from  $NR^{1'}$ , O, and S.

- [47] In another embodiment, the present invention  
 15 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 wherein:

- 20  $R^{17}$  is selected from H;  
 $R^{18}$  is selected from H;  
j is selected from 0, 1, and 2;  
 25 i is selected from 1 and 2;  
s is selected from 0, 1, and 2; and  
 30 g is selected from 0, 1, and 2.

[48] In a further embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

5

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ .

[49] In a further embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

10

$R^7$  is selected from H;

15  $R^8$  is selected from H; and

$R^{12}$  is selected from H.

[50] In a further embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:

20

25  $R^{16}$ , at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F, CN,  $(CHR')_rNR^{16a}R^{16a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{16d}$ ,  $(CHR')_rC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_2NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  $C_{1-6}$  haloalkyl, and  $(CHR')_r$ phenyl substituted with 0-3  $R^{16e}$ ;

30

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>16e</sup>;

5 R<sup>16e</sup>, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

R<sup>16f</sup>, at each occurrence, is selected from H; and

10 r is selected from 0, 1, and 2.

[51] In another embodiment, the present invention provides a method of modulating chemokine receptor by administering a compound of formula (I),  
15 wherein:

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>15</sup>;

20 R<sup>3'</sup> and R<sup>3''</sup>, at each occurrence, are selected from H;

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN, (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
25 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>, (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
30 C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a

(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

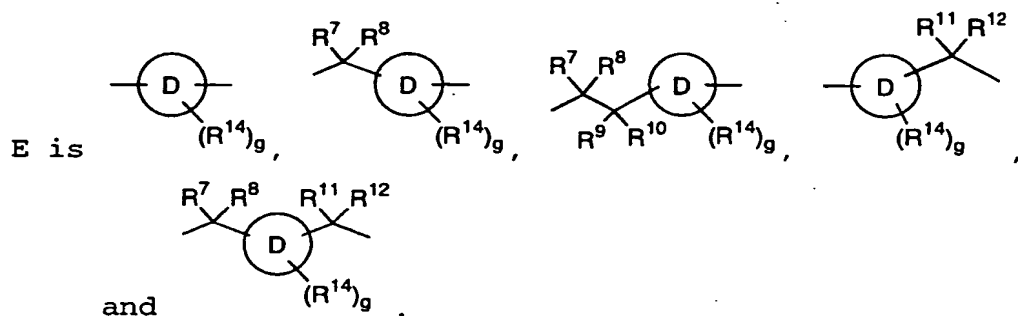
5 R', at each occurrence, is selected from H, and C<sub>1-6</sub> alkyl;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
10 substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

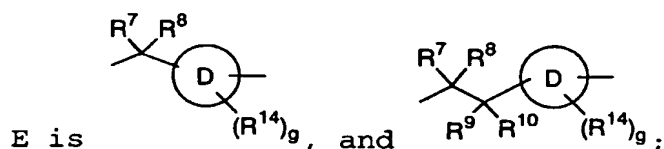
15 R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>; and

20 R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

[52] In a further embodiment, the present invention  
25 provides a method of modulating chemokine receptor by administering a compound of formula (I), wherein:



[53] In a further embodiment, the present invention  
 5 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 wherein:



10

ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

R<sup>7</sup> is selected from H;

15 R<sup>8</sup> is selected from H.

[54] In a further embodiment, the present invention  
 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 20 wherein:

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl,  
 propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
 (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, CN,  
 25 (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,

$(\text{CHR}')_r \text{NR}^{16f} \text{C}(\text{O}) (\text{CHR}')_r \text{R}^{16b}$ ,  $(\text{CHR}')_r \text{S}(\text{O})_p (\text{CHR}')_r \text{R}^{16b}$ ,  
 $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{16a} \text{R}^{16a'}$ ,  $(\text{CHR}')_r \text{NR}^{16f} \text{S}(\text{O})_2 (\text{CHR}')_r \text{R}^{16b}$ ,  
 $\text{C}_{1-6}$  haloalkyl, and  $(\text{CHR}')_r$  phenyl substituted with  
 0-3  $\text{R}^{16e}$ ;

5

$\text{R}^{16a}$  and  $\text{R}^{16a'}$ , at each occurrence, are selected from H,  
 methyl, ethyl, and a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
 residue substituted with 0-2  $\text{R}^{16e}$ ;

10  $\text{R}^{16e}$ , at each occurrence, is selected from methyl,  
 ethyl, Cl, F, Br, I, CN,  $\text{CF}_3$ , and  $\text{OCH}_3$ ;

$\text{R}^{16f}$ , at each occurrence, is selected from H; and

15  $r$  is selected from 0, 1, and 2.

[55] In a further embodiment, the present invention  
 provides a method of modulating chemokine receptor  
 by administering a compound of formula (I),  
 20 wherein:

$\text{R}^3$  is selected from a  $(\text{CR}^{3'}\text{R}^{3''})_r\text{-C}_{3-6}$  carbocyclic residue  
 substituted with 0-2  $\text{R}^{15}$ ;

25  $\text{R}^{3'}$  and  $\text{R}^{3''}$ , at each occurrence, are selected from H;

$\text{R}^{15}$ , at each occurrence, is selected from  $\text{C}_{1-8}$  alkyl,  
 $(\text{CH}_2)_r\text{-C}_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
 $(\text{CHR}')_r \text{NR}^{15a} \text{R}^{15a'}$ ,  $(\text{CHR}')_r \text{OH}$ ,  $(\text{CHR}')_r \text{O} (\text{CHR}')_r \text{R}^{15d}$ ,  
 30  $(\text{CHR}')_r \text{C}(\text{O}) (\text{CHR}')_r \text{R}^{15b}$ ,  $(\text{CHR}')_r \text{C}(\text{O}) \text{NR}^{15a} \text{R}^{15a'}$ ,  
 $(\text{CHR}')_r \text{NR}^{15f} \text{C}(\text{O}) (\text{CHR}')_r \text{R}^{15b}$ ,  
 $(\text{CHR}')_r \text{NR}^{15f} \text{C}(\text{O}) \text{NR}^{15a} \text{R}^{15a'}$ ,  $(\text{CHR}')_r \text{C}(\text{O}) \text{O} (\text{CHR}')_r \text{R}^{15d}$ ,  
 $(\text{CHR}')_r \text{OC}(\text{O}) (\text{CHR}')_r \text{R}^{15b}$ ,  $(\text{CHR}')_r \text{S}(\text{O})_p (\text{CHR}')_r \text{R}^{15b}$ ,

(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
(CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
5 (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing  
1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;

10 R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
alkyl;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r-C3-6</sub> carbocyclic residue  
substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub>  
15 membered heterocyclic system containing 1-2  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;

20 R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
(CH<sub>2</sub>)<sub>r-C3-6</sub> carbocyclic residue substituted with  
0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic  
system containing 1-2 heteroatoms selected from N,  
O, and S, substituted with 0-2 R<sup>15e</sup>; and

25 R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

[56] In a further embodiment, the present invention  
provides a method of modulating chemokine receptor  
30 by administering a compound of formula (I), wherein  
the compound is selected from:

N-3-[*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

5 N-3-[*trans*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

(+/-)-N-3-[*trans*-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

10 (+/-)-N-3-[*trans*-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;

15 (+/-)-N-3-[*cis*-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

20 (+/-)-N-3-[*cis*-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;

25 N-(3-acetylphenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

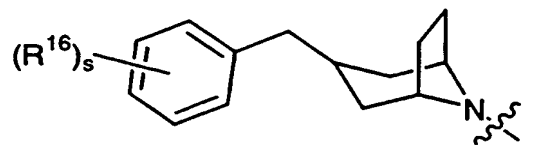
N-(4-fluorophenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

30 N-(3-acetylphenyl)-N'-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

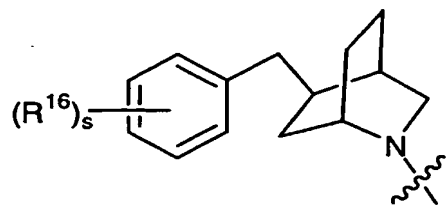
- N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 5    *N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 10    *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 15    *N*-(4-fluorophenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 20    *N*-(4-fluorophenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 25    *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 30    *N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 30    *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;

- N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[(3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 5    *N*-(4-fluorophenyl)-*N'*-{3-[(1*S*, 5*R*, 6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- N*-(4-fluorophenyl)-*N'*-{3-[(1*R*, 5*S*, 6*S*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- 10    *N*-(3-acetylphenyl)-*N'*-{3-[(1*S*, 5*R*, 6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- N*-(3-acetylphenyl)-*N'*-{3-[(1*R*, 5*S*, 6*S*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;
- 15    *N*-(3-acetylphenyl)-*N'*-[3-[(3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl]propyl]urea;
- N*-(3-acetylphenyl)-*N'*-[3-[(3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl]propyl]urea;
- 20    *N*-(3-cyanophenyl)-*N'*-[3-[(3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl]propyl]urea; and
- N*-(3-cyanophenyl)-*N'*-[3-[(3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl]propyl]urea.
- 30

In another embodiment, E is selected from

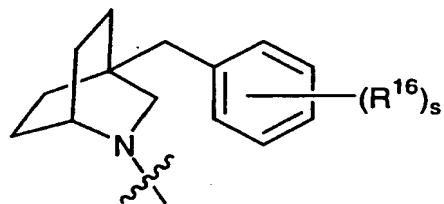


In another embodiment, E is selected from



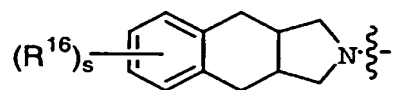
5

In another embodiment, E is selected from



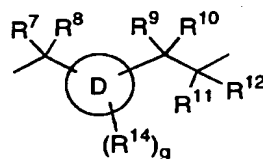
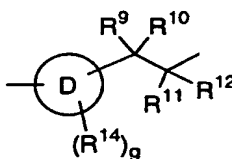
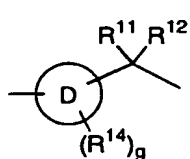
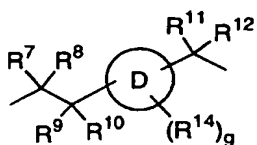
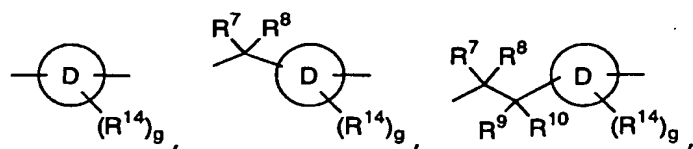
10

In another embodiment, E is selected from

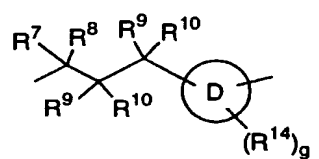
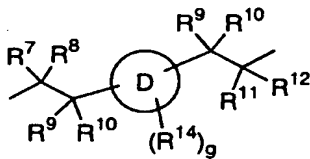
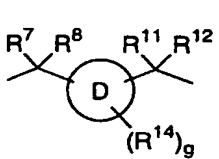


In another embodiment, E is selected from  $-(CR^7R^8)-$   
 15  $(CR^9R^{10})_v-(CR^{11}R^{12})$ .

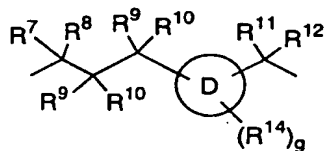
In another embodiment, E is selected from



5

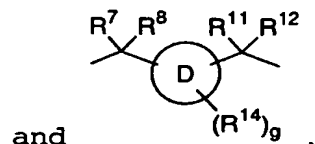
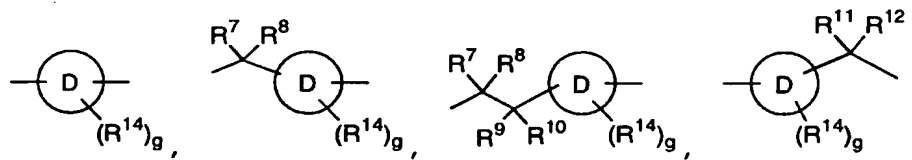


and



10

In another embodiment, E is selected from



and

In another embodiment,  $R^8$ ,  $R^{10}$ , and  $R^{12}$  are H.

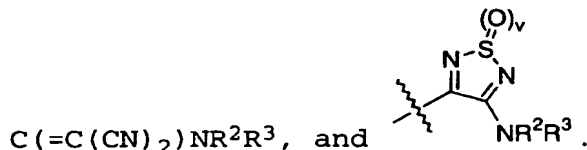
In another embodiment,  $R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  
 5  $R^{12}$ , are H.

In another embodiment, ring D is selected from a  $C_{3-6}$  carbocyclic residue.

10 In another embodiment, ring D is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl.

In another embodiment, ring D is cyclohexyl.  
 15

In another embodiment, G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ ,  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ ,

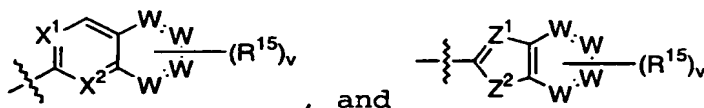


20

In another embodiment, G is selected from  $-C(O)NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

25 In another embodiment, G is selected from  $-C(O)NR^2R^3$ .

In another embodiment, G is selected from



In another embodiment,  $R^1$ ,  $R^{1'}$ , and  $R^2$  are equal to H.

5 In another embodiment,  $R^3$  is selected from a  $(CR^{3'}R^{3''})_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{15}$  and a  $(CR^{3'}CR^{3''})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ .

10 In another embodiment,  $R^3$  is selected from a  $(CR^{3'}R^{3''})_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{15}$ .

15 In another embodiment,  $R^3$  is phenyl substituted with 0-2  $R^{15}$ .

In another embodiment,  $R^4$  is absent.

20 In another embodiment,  $R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, F, CN,  $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$ ,  
 25  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  $(CHR')_r$ phenyl substituted with 0-3  $R^{15e}$ , and a  
 30  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ .

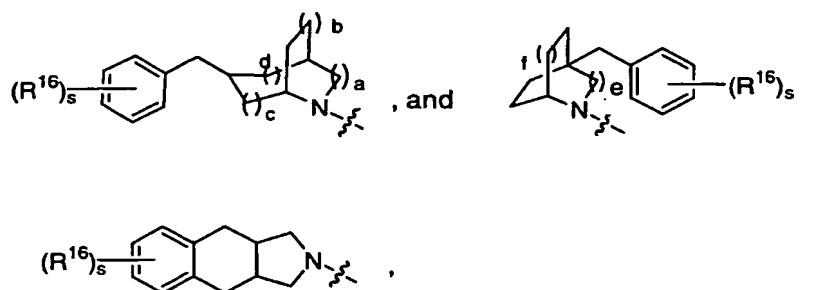
In another embodiment, the present invention provides a compound of formula (I):



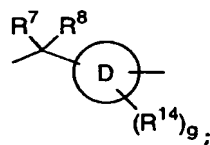
(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is selected from



E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ , and



ring D is cyclohexyl;

G is  $-C(O)NR^2R^3$ ;

$R^1$  and  $R^2$  are H;

$R^3$  is phenyl substituted with 0-3  $R^{15}$ ;

$R^7$ ,  $R^8$ ,  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$  are H;

R<sup>15</sup> is selected from F and acetyl;

R<sup>16</sup> is F;

5 g is 0;

s is 1;

a is 0 or 1;

10

b is 1;

d is 0 or 1;

15 c is 0 or 1;

e is 0; and

f is 0.

20

The invention may be embodied in other specific forms without departing from the spirit or essential attributes thereof. This invention also encompasses all combinations of preferred aspects of the invention noted  
25 herein. It is understood that any and all embodiments of the present invention may be taken in conjunction with any other embodiment to describe additional embodiments of the present invention. Furthermore, any elements of an embodiment are meant to be combined with  
30 any and all other elements from any of the embodiments to describe additional embodiments.

### DEFINITIONS

The compounds herein described may have asymmetric centers. Compounds of the present invention containing an asymmetrically substituted atom may be isolated in  
5 optically active or racemic forms. It is well known in the art how to prepare optically active forms, such as by resolution of racemic forms or by synthesis from optically active starting materials. Many geometric isomers of olefins, C=N double bonds, and the like can  
10 also be present in the compounds described herein, and all such stable isomers are contemplated in the present invention. Cis and trans geometric isomers of the compounds of the present invention are described and may be isolated as a mixture of isomers or as separated  
15 isomeric forms. All chiral, diastereomeric, racemic forms and all geometric isomeric forms of a structure are intended, unless the specific stereochemistry or isomeric form is specifically indicated.

The term "substituted," as used herein, means that  
20 any one or more hydrogens on the designated atom is replaced with a selection from the indicated group, provided that the designated atom's normal valency is not exceeded, and that the substitution results in a stable compound. When a substituent is keto (i.e., =O),  
25 then 2 hydrogens on the atom are replaced.

The present invention is intended to include all isotopes of atoms occurring in the present compounds. Isotopes include those atoms having the same atomic number but different mass numbers. By way of general  
30 example and without limitation, isotopes of hydrogen include tritium and deuterium. Isotopes of carbon include C-13 and C-14.

When any variable (e.g., R<sup>a</sup>) occurs more than one time in any constituent or formula for a compound, its  
35 definition at each occurrence is independent of its

definition at every other occurrence. Thus, for example, if a group is shown to be substituted with 0-2  $R^a$ , then said group may optionally be substituted with up to two  $R^a$  groups and  $R^a$  at each occurrence is  
5 selected independently from the definition of  $R^a$ . Also, combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

When a bond to a substituent is shown to cross a  
10 bond connecting two atoms in a ring, then such substituent may be bonded to any atom on the ring. When a substituent is listed without indicating the atom via which such substituent is bonded to the rest of the compound of a given formula, then such substituent may  
15 be bonded via any atom in such substituent. Combinations of substituents and/or variables are permissible only if such combinations result in stable compounds.

As used herein, "C<sub>1-8</sub> alkyl" is intended to include  
20 both branched and straight-chain saturated aliphatic hydrocarbon groups having the specified number of carbon atoms, examples of which include, but are not limited to, methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl, pentyl, and hexyl. C<sub>1-10</sub> alkyl, is  
25 intended to include C<sub>1</sub>, C<sub>2</sub>, C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>, C<sub>7</sub>, C<sub>8</sub>, C<sub>9</sub>, and C<sub>10</sub> alkyl groups. "Alkenyl" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated carbon-carbon bonds which may occur in any stable point along the  
30 chain, such as ethenyl, propenyl, and the like. C<sub>2-10</sub> alkenyl, is intended to include C<sub>2</sub>, C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>, C<sub>7</sub>, C<sub>8</sub>, C<sub>9</sub>, and C<sub>10</sub> alkenyl groups. "Alkoxy" represents an alkyl group as defined above with the indicated number of carbon atoms attached through an oxygen bridge. C<sub>1-</sub>

10 alkoxy, is intended to include C<sub>1</sub>, C<sub>2</sub>, C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>,  
C<sub>7</sub>, C<sub>8</sub>, C<sub>9</sub>, and C<sub>10</sub> alkoxy groups. Examples of alkoxy  
include, but are not limited to, methoxy, ethoxy,  
n-propoxy, i-propoxy, n-butoxy, s-butoxy, t-butoxy,  
5 n-pentoxy, and s-pentoxy. "Alkynyl" is intended to  
include hydrocarbon chains of either a straight or  
branched configuration and one or more unsaturated  
triple carbon-carbon bonds which may occur in any stable  
point along the chain, such as ethynyl, propynyl, and  
10 the like. C<sub>2-10</sub> alkynyl, is intended to include C<sub>2</sub>, C<sub>3</sub>,  
C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>, C<sub>7</sub>, C<sub>8</sub>, C<sub>9</sub>, and C<sub>10</sub> alkynyl groups. "C<sub>3-6</sub>  
cycloalkyl" is intended to include saturated ring groups  
having the specified number of carbon atoms in the ring,  
including mono-, bi-, or poly-cyclic ring systems, such  
15 as cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and  
cycloheptyl in the case of C<sub>7</sub> cycloalkyl. C<sub>3-7</sub>  
cycloalkyl, is intended to include C<sub>3</sub>, C<sub>4</sub>, C<sub>5</sub>, C<sub>6</sub>, and  
C<sub>7</sub> cycloalkyl groups.

"Halo" or "halogen" as used herein refers to  
20 fluoro, chloro, bromo, and iodo; and "haloalkyl" is  
intended to include both branched and straight-chain  
saturated aliphatic hydrocarbon groups, for example CF<sub>3</sub>,  
having the specified number of carbon atoms, substituted  
with 1 or more halogen (for example -C<sub>v</sub>F<sub>w</sub> where v = 1 to  
25 3 and w = 1 to (2v+1)).

The compounds of Formula I can also be quaternized  
by standard techniques such as alkylation of the cyclic  
amines with an alkyl halide to yield quaternary  
piperidinium salt products of Formula I. Such  
30 quaternary piperidinium salts would include a  
counterion. As used herein, "counterion" is used to  
represent a small, negatively charged species such as  
chloride, bromide, hydroxide, acetate, sulfate, and the  
like.

As used herein, the term "5-6-membered cyclic ketal" is intended to mean 2,2-disubstituted 1,3-dioxolane or 2,2-disubstituted 1,3-dioxane and their derivatives.

5       As used herein, "carbocycle" or "carbocyclic residue" is intended to mean any stable 3, 4, 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, 10, 11, 12, or 13-membered bicyclic or tricyclic, any of which may be saturated, partially unsaturated, or aromatic.  
10       Examples of such carbocycles include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, adamantyl, cyclooctyl,; [3.3.0]bicyclooctane, [4.3.0]bicyclononane, [4.4.0]bicyclodecane (decalin), [2.2.2]bicyclooctane,  
15       fluorenyl, phenyl, naphthyl, indanyl, adamantyl, or tetrahydronaphthyl (tetralin).

As used herein, the term "heterocycle" or "heterocyclic system" is intended to mean a stable 4, 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, or  
20       10-membered bicyclic heterocyclic ring which is saturated, partially unsaturated, or unsaturated (aromatic), and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group consisting of N, O and S and including any  
25       bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring. The nitrogen and sulfur heteroatoms may optionally be oxidized. The heterocyclic ring may be attached to its pendant group at any heteroatom or carbon atom which  
30       results in a stable structure. The heterocyclic rings described herein may be substituted on carbon or on a nitrogen atom if the resulting compound is stable. If specifically noted, a nitrogen in the heterocycle may optionally be quaternized. It is preferred that when  
35       the total number of S and O atoms in the heterocycle

exceeds 1, then these heteroatoms are not adjacent to one another. As used herein, the term "aromatic heterocyclic system" is intended to mean a stable 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, or 10-membered bicyclic heterocyclic aromatic ring which consists of carbon atoms and 1, 2, 3, or 4 heterotams independently selected from the group consisting of N, O and S.

Examples of heterocycles include, but are not limited to, 1H-indazole, 2-pyrrolidonyl, 2H,6H-1,5,2-dithiazinyl, 2H-pyrrolyl, 3H-indolyl, 4-piperidonyl, 4aH-carbazole, 4H-quinolizinyl, 6H-1,2,5-thiadiazinyl, acridinyl, azocinyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, carbazolyl, 4aH-carbazolyl,  $\beta$ -carbolinyl, chromanyl, chromenyl, cinnolinyl, decahydroquinolinyl, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, furanyl, furazanyl, imidazolidinyl, imidazolinyl, imidazolyl, 1H-indazolyl, indolenyl, indolinyl, indolizinyl, indolyl, isobenzofuranyl, isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl (benzimidazolyl), isothiazolyl, isoxazolyl, morpholinyl, naphthyridinyl, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, oxazolidinyl., oxazolyl, oxazolidinylperimidinyl, phenanthridinyl, phenanthrolinyl, phenarsazinyl, phenazinyl, phenothiazinyl, phenoxathiinyl, phenoxazinyl, phthalazinyl, piperazinyl, piperidinyl, piperidonyl, 4-piperidonyl, piperonyl, pteridinyl, piperidonyl, 4-piperidonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, pyrazolidinyl, pyrazolinyl, pyrazolyl, pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole,

pyridinyl, pyridyl, pyrimidinyl, pyrrolidinyl,  
pyrrolinyl, pyrrolyl, quinazolinyl, quinolinyl, 4H-  
quinoliziny, quinoxaliny, quinuclidiny, carboliny,  
tetrahydrofurany, tetrahydroisoquinolinyl,  
5 tetrahydroquinolinyl, 6H-1,2,5-thiadiaziny, 1,2,3-  
thiadiazoly, 1,2,4-thiadiazoly, 1,2,5-thiadiazoly,  
1,3,4-thiadiazoly, thianthrenyl, thiazoly, thienyl,  
thienothiazoly, thienooxazoly, thienoimidazoly,  
thiophenyl, triazinyl, 1,2,3-triazoly, 1,2,4-triazoly,  
10 1,2,5-triazoly, 1,3,4-triazoly, tetrazoly, and  
xanthenyl. Preferred heterocycles include, but are not  
limited to, pyridinyl, thiophenyl, furany, indazoly,  
benzothiazoly, benzimidazoly, benzothiaphenyl,  
benzofurany, benzoxazoly, benzisoxazoly, quinolinyl,  
15 isoquinolinyl, imidazoly, indoly, isoidoly,  
piperidinyl, pyrrazoly, 1,2,4-triazoly, 1,2,3-  
triazoly, tetrazoly, thiazoly, oxazoly, pyraziny,  
and pyrimidinyl. Also included are fused ring and spiro  
compounds containing, for example, the above  
20 heterocycles.

The phrase "pharmaceutically acceptable" is  
employed herein to refer to those compounds, materials,  
compositions, and/or dosage forms which are, within the  
scope of sound medical judgment, suitable for use in  
25 contact with the tissues of human beings and animals  
without excessive toxicity, irritation, allergic  
response, or other problem or complication, commensurate  
with a reasonable benefit/risk ratio.

As used herein, "pharmaceutically acceptable salts"  
30 refer to derivatives of the disclosed compounds wherein  
the parent compound is modified by making acid or base  
salts thereof. Examples of pharmaceutically acceptable  
salts include, but are not limited to, mineral or  
organic acid salts of basic residues such as amines;  
35 alkali or organic salts of acidic residues such as

carboxylic acids; and the like. The pharmaceutically acceptable salts include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids. For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, nitric and the like; and the salts prepared from organic acids such as acetic, propionic, succinic, glycolic, stearic, lactic, malic, tartaric, citric, ascorbic, pantoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-acetoxybenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, oxalic, isethionic, and the like.

The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate, ethanol, isopropanol, or acetonitrile are preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th ed., Mack Publishing Company, Easton, PA, 1985, p. 1418, the disclosure of which is hereby incorporated by reference.

Since prodrugs are known to enhance numerous desirable qualities of pharmaceuticals (e.g., solubility, bioavailability, manufacturing, etc...) the compounds of the present invention may be delivered in prodrug form. Thus, the present invention is intended to cover prodrugs of the presently claimed compounds,

methods of delivering the same and compositions containing the same. "Prodrugs" are intended to include any covalently bonded carriers which release an active parent drug of the present invention *in vivo* when such

5 prodrug is administered to a mammalian subject.

Prodrugs the present invention are prepared by modifying functional groups present in the compound in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compound.

10 Prodrugs include compounds of the present invention wherein a hydroxy, amino, or sulfhydryl group is bonded to any group that, when the prodrug of the present invention is administered to a mammalian subject, it cleaves to form a free hydroxyl, free amino, or free

15 sulfhydryl group, respectively. Examples of prodrugs include, but are not limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the present invention.

"Stable compound" and "stable structure" are meant

20 to indicate a compound that is sufficiently robust to survive isolation to a useful degree of purity from a reaction mixture, and formulation into an efficacious therapeutic agent.

The term "therapeutically effective amount" of a

25 compound of this invention means an amount effective to modulate chemokine receptor activity or treat the symptoms of asthma or an allergic disorder in a host.

### 30 SYNTHESIS

The compounds of the present invention can be prepared in a number of ways well known to one skilled in the art of organic synthesis. The compounds of the present invention can be synthesized using the methods

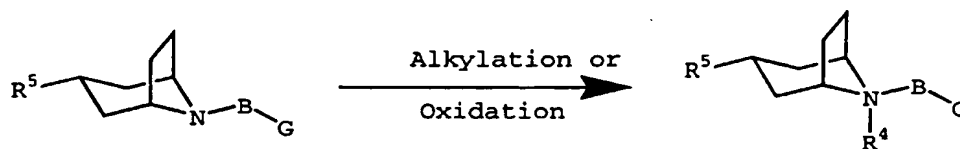
35 described below, together with synthetic methods known

in the art of synthetic organic chemistry, or variations thereon as appreciated by those skilled in the art. Preferred methods include, but are not limited to, those described below. All references cited herein are

5 incorporated in their entirety by reference.

The novel compounds of Formula I may be prepared using the reactions and techniques described in this section. The reactions are performed in solvents appropriate to the reagents and materials employed and  
10 are suitable for the transformations being effected. Also, in the description of the synthetic methods described below, it is to be understood that all proposed reaction conditions, including solvent, reaction atmosphere, reaction temperature, duration of  
15 the experiment and workup procedures, are chosen to be the conditions standard for that reaction, which should be readily recognized by one skilled in the art. One skilled in the art of organic synthesis understands that the functionality present on various portions of the  
20 edict molecule must be compatible with the reagents and reactions proposed. Not all compounds of Formula I falling into a given class may be compatible with some of the reaction conditions required in some of the methods described. Such restrictions to the substituents  
25 that are compatible with the reaction conditions will be readily apparent to one skilled in the art and alternate methods must be used. It will also be recognized that another major consideration in the planning of any synthetic route in this field is the judicious choice of  
30 the protecting group used for the protection of the reactive functional groups present in the compounds described in this invention. An authoritative account describing the many alternatives to the trained practitioner is Greene and Wuts (*Protective Groups in*  
35 *Organic Chemistry*, Wiley and Sons, 1991).

SCHEME 1



5        Compounds of Formula I, wherein  $\text{R}^4$  is present as defined by the scope, may be prepared by procedures depicted in Scheme 1 from compounds of Formula I in which  $\text{R}^4$  is absent. It is understood that the chemistry is shown for only one A group of Formula I and that

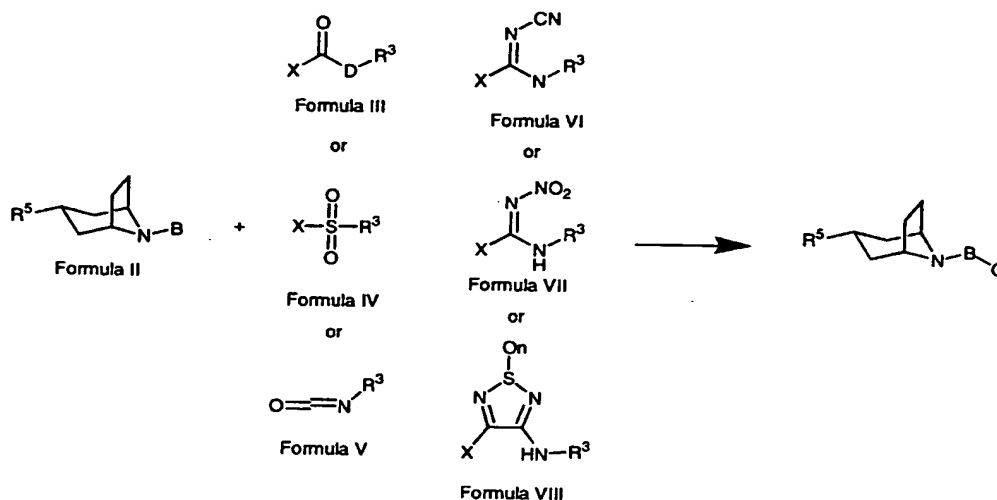
10    similar transformations may be preformed on other A groups. The quaternary salts of Formula I can be synthesized by alkylation with an alkylhalide such as methyl iodide, benzyl bromide, bromoacetate, etc. in a suitable solvent such as THF, DMF, DMSO, etc. at room

15    temperature to reflux temperature of the solvent. The N-oxides of Formula I can be made by the general protocols of Deady, Syn. Comm. 1977, 7, 509 and references therein, with minor modification depending on the substitution of Formula I which should be readily

20    recognized by one skilled in the art. The N-oxides are created by oxidation with mCPBA in an inert solvent such as methylene chloride.

25    The  $\text{R}^5$  shown in the schemes and in Table 1 are representative of the phenyl ring which is a part of ring A in the claims.

Scheme 2

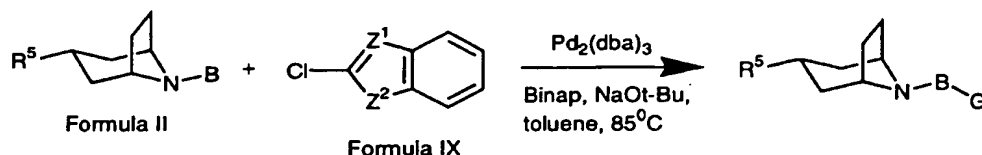


Compounds of Formula I may be prepared as shown in Scheme 2. Compounds in which D is a bond, O or NR<sup>1</sup> may be synthesized by reacting Formula II with Formula III, wherein X is a good leaving group such as but not limited to Cl, Br, or imidazole, in the presence of a base such as, but not limited to, triethylamine or pyridine.

Alternatively, Formula II may be reacted with an isocyanate of Formula V to provide compounds of Formula I where G is CONHR<sup>3</sup>. Alternatively, Formula II may be reacted with Formula IV, wherein X is a good leaving group such as but not limited to Cl, Br, or imidazole, in the presence of a base such as, but not limited to, triethylamine or pyridine to provide compounds of Formula I where G is SO<sub>2</sub>R<sup>3</sup>. Alternatively, Formula II may be reacted with Formulas VI, VII, or VIII wherein X is a good leaving group such as but not limited to ethoxide, phenoxide, or methylsulfide to provide compounds of Formula I according to procedures described in Hoffman, et.al. J. Med. Chem. 1983, 26, 140 and references therein.

Scheme 3

5



Alternatively, compounds of Formula I can be synthesized by coupling compounds of Formula II with

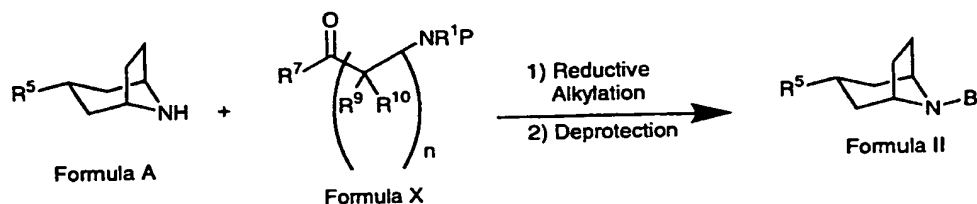
10 halogenated heterocycles of Formula IX, where  $\text{Z}^1$  and  $\text{Z}^2$  are defined in the scope, as described in Scheme 3. It is understood that the chemistry is shown for only one A group of Formula I and heterocycle and that similar transformations may be preformed on other A groups or

15 halogenated heterocycles. This procedure essentially follows the general procedures of Hong, Y. et. al., Tet. Lett. 1997, 38, 5607 and references therein, with minor modification depending on the Formula IX which should be readily recognized by one skilled in the art. The

20 reaction can be preformed in an inert solvent such as, but not limited to, toluene at room temperature to the reflux temperature of the solvent with a Pd-catalyst such as  $\text{Pd}_2(\text{dba})_3$  and a base such as sodium t-butoxide. The halogenated heterocycles that are not commercial

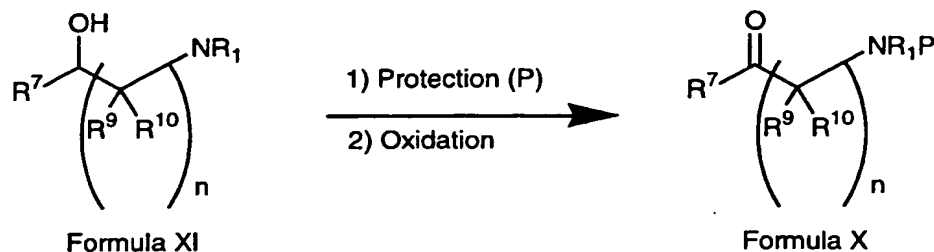
25 available can be synthesized by methods known in the art and are exemplified by, but not limited to, Zou. R., J. Med Chem. 1997, 40, 802.

Scheme 4



- 5        Preparations of intermediates of Formula II are depicted in Scheme 4. Reductive alkylation of the intermediates of Formula A, whose preparations are described later if not commercially available, are reacted with compounds of Formula X, whose preparations are described later if not commercially available,
- 10        wherein amine on Formula VII is protected with protecting group (P) well familiar to those skilled in the art, and typical examples may be found in Greene, T and Wuts, P. G. M., *Protecting Groups in Organic*
- 15        *Synthesis*, John Wiley & Sons, Inc., New York, NY, 1991 and references therein, is carried out under conditions known in the art, for example catalytic hydrogenation with hydrogen in the presence of palladium or platinum or with reducing agents such as sodium
- 20        triacetoxyborohydride. The protecting group P can be removed using the appropriate reagents, well familiar to those skilled in the art, and typical examples may be found in Greene, T and Wuts, P. G. M., which provides the intermediates of Formula II.
- 25

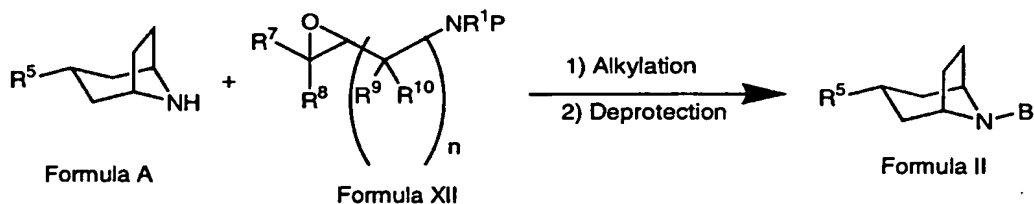
Scheme 5



5 Preparations of intermediates of Formula X are described in Scheme 5. Compounds of Formula X can be made from amino alcohols, Formula XI, by protecting the amine with a suitable protecting (P) under conditions known by those skilled in the art. The alcohol can be  
 10 oxidized to the aldehyde under conditions known in the art; such as but not limited to tetrapropylammonium perruthenate and N-methyl morpholine N-oxide in acetonitrile. The amino alcohols that are not commercially available can be synthesized by methods  
 15 known in the art and are exemplified by, but not limited to, Berg et. al., J. Med. Chem. 1998, 41, 1934, Larrow et. al., Chemtracts, 1997, 10, 1058, Palomo et. al., Enantiosel. Synth. B-Amino Acids, 1997, 279, and Yokomatsu et. al., Heterocycles, 1992, 33, 1051.

20

Scheme 6

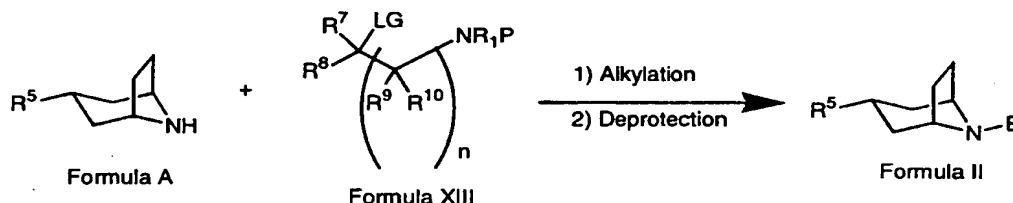


25

Alternatively, compounds of Formula II can be synthesized by coupling compounds of Formula A with amino epoxides, Formula XII, as described in Scheme 6. It is understood that the chemistry is shown for only one A group of Formula I and that similar transformations may be preformed on other A groups. The reaction can be preformed in an inert solvent such as, but not limited to, DMF, DMSO, or acetonitrile at room temperature to the reflux temperature of the solvent.

The amino protecting group (P) can then be removed under conditions known in the art. The amino epoxides that are not commercially available can be synthesized by methods known in the art and are exemplified by, but not limited to, Luly et. al., J. Org. Chem. 1985, 50, 4515.

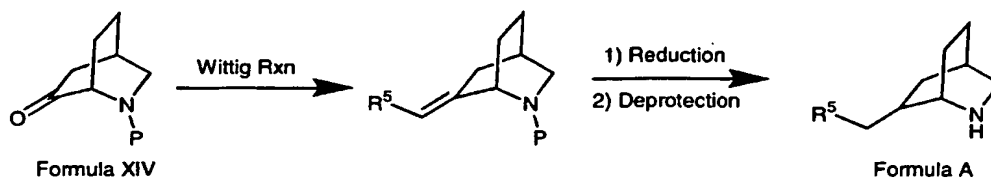
Scheme 7



Alternatively, compounds of Formula II can be synthesized by coupling compounds of Formula A with intermediates of Formula XIII, see Scheme 7, that have an amine and a leaving group, such as, but not limited to, halide (halide = Cl, Br, I), mesylate, tosylate, triflate, etc. It is understood that the chemistry is shown for only one A group of Formula I and that similar transformations may be preformed on other A groups. The reaction can be preformed in an inert solvent such as, but not limited to, DMF, 2-butanone, or acetonitrile at room temperature to the reflux temperature of the solvent. The amino protecting group (P) can then be

removed under conditions known in the art. Intermediates of Formula XIII that are not commercially available can be synthesized by methods known in the art.

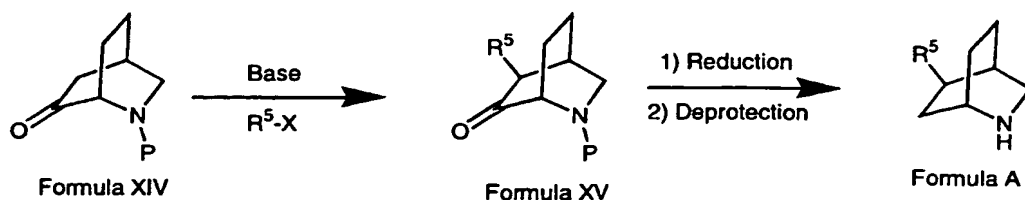
# 5 Scheme 8



One embodiment of Formula A, monosubstituted 8-  
 10 azabicyclo[3.2.1]octanes, 2-azabicyclo[2.2.2]octanes,  
 and 7-azabicyclo[2.2.1]heptanes can be synthesized by  
 procedures depicted in Scheme 8. It is understood that  
 the chemistry is shown for only one position on 2-  
 azabicyclo[2.2.2]octane ring system and that similar  
 15 transformations may be preformed on other ring positions  
 and other azabicycles. Formula XIV can be treated under  
 Wittig reaction conditions followed by reduction and  
 deprotection to yield compounds of Formula A. These  
 synthetic steps employ reactions well familiar to those  
 20 skilled in the art and procedures are exemplified in  
 Larock, R. C. Comprehensive Organic Transformations, VCH  
 Publishers, New York, 1989 and references therein.  
 Compounds of Formula XIV that are not commercially  
 available can be synthesized by methods known in the art  
 25 and are exemplified by, but not limited to, Borne et.  
 al. J. Heterocycl. Chem. 1974, 11, 311 and Aggarwal et.  
 al. Tetrahedron, 1999, 55, 293.

# Scheme 9

30



Alternatively, monosubstituted 8-

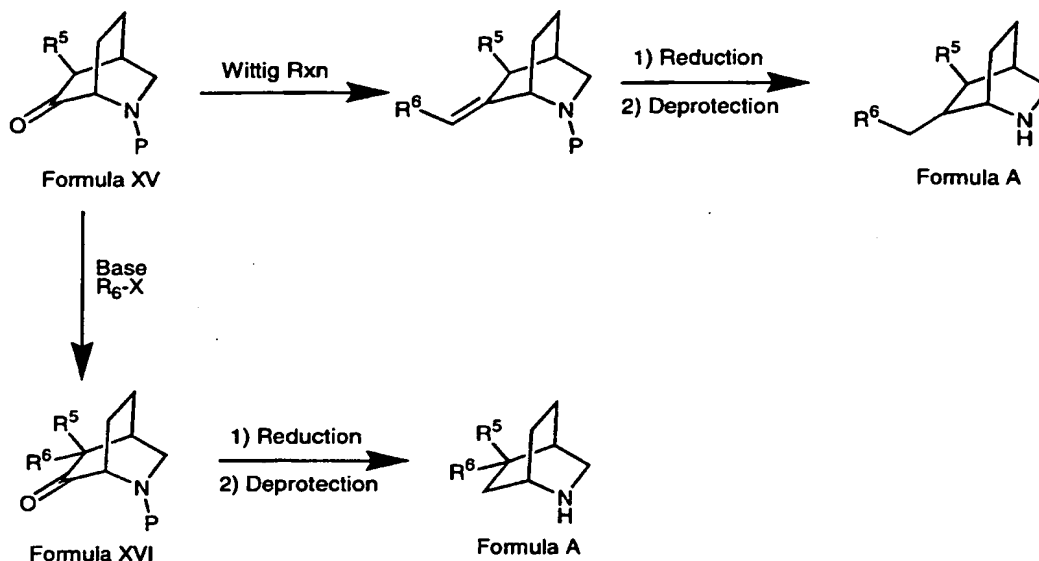
5 azabicyclo[3.2.1]octanes, 2-azabicyclo[2.2.2]octanes, and 7-azabicyclo[2.2.1]heptanes can be synthesized by procedures depicted in Scheme 9. It is understood that the chemistry is shown for only one position on 2-

10 azabicyclo[2.2.2]octane ring system and that similar transformations may be performed on other ring positions and other azabicycles. Compounds of Formula XIV can be treated with a base such as LDA, KHMDS, LHMDS, etc. in THF, ether, dioxane, etc., at  $-78^{\circ}\text{C}$  to room temperature and an alkylating agent  $R^5X$  where X can be a halide,

15 mesylate, triflate, etc. to yield compounds of Formula XV. The ketone of Formula XV can be reduced to the methylene by methods described by Larock and references therein, which are well known to one skilled in the art, to produce compounds of Formula A.

20

Scheme 10



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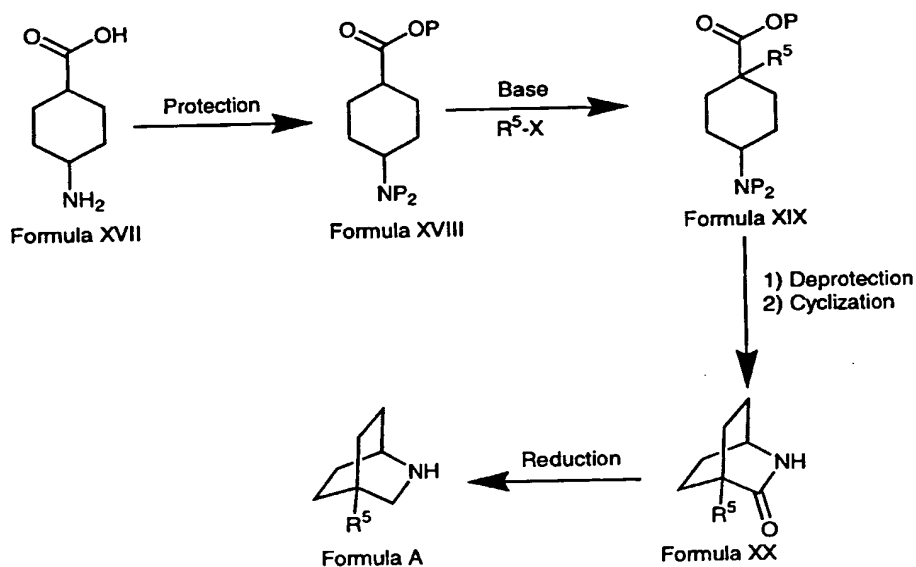
Disubstituted 8-azabicyclo[3.2.1]octanes, 2-azabicyclo[2.2.2]octanes, and 7-azabicyclo[2.2.1]heptanes can be synthesized by procedures depicted in Scheme 10 for intermediates of Formula XV. It is understood that the chemistry is shown for only one position on the 2-azabicyclo[2.2.2]octane ring system and that similar transformations may be preformed on other ring positions and other azabicycles. Intermediates of Formula XV can be treated under Wittig reaction conditions followed by reduction and then deprotection of the protecting group (P) to produce compounds of Formula A. These synthetic steps employ reactions well familiar to those skilled in the art and procedures are exemplified in Larock, R. C. Comprehensive Organic Transformations. Alternatively, compounds of Formula XV can be treated with a base such as LDA, KHMDS, LHMDS, etc. in THF, ether, dioxane, etc.,

20

at  $-78^{\circ}\text{C}$  to room temperature and an alkylating agent  $\text{R}^6\text{X}$  where X is a halide, mesylate, triflate, etc. to yield compounds of Formula XVI. The ketone of Formula XVI can be reduced to the methylene by methods described by Larock and references therein, which are well known to one skilled in the art, to produce compounds of Formula A.

Scheme 11

10



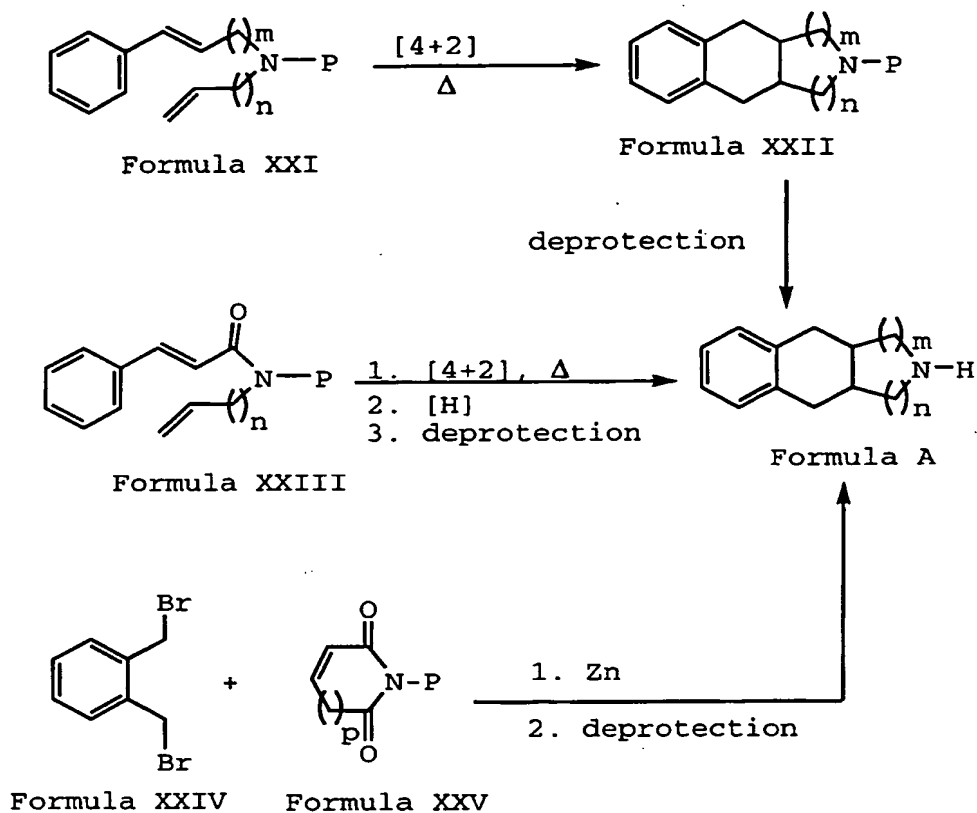
Another embodiment of Formula A, monosubstituted 2-azabicyclo[2.2.2]octanes, and 2-azabicyclo[2.2.1]heptanes can be synthesized by procedures depicted in Scheme 11. It is understood that the chemistry is shown for the 2-azabicyclo[2.2.2]octane ring system and that similar transformations may be preformed to form other azabicycles. Compounds of Formula XVII, which are commercially available, can be protected on the acid and amino groups under conditions well known to one skilled in the art. Formula XVIII can

be treated with a base such as LDA, KHMDS, LHMDS, etc.  
in THF, ether, dioxane, etc., at -78 °C to room  
temperature and an alkylating agent R<sup>5</sup>X where X is a  
halide, mesylate, triflate, etc. to yield compounds of  
5 Formula XIX. Formula XIX can be deprotected under  
conditions well known to one skilled in the art.  
Cyclization can be achieved under dehydrating condition  
well known in the literature and exemplified by, but not  
limited to, Pearlman, W. M. Org. Syn. 1969, 49, 75. The  
10 bicycliclactam, Formula XX, can then be reduced to the  
bicyclicamine of Formula A under conditions well known  
in the art such as, but not limited to, borane in THF at  
reflux.

Another embodiment of Formula A, the cis- and/or  
15 trans-3a,4,9,9a-tetrahydro-1H-Benz[f]isoindoline and  
1,2,3,4,4a,5,10,10a-octahydro-Benz[g]isoquinoline ring  
systems may be synthesized by the intramolecular and  
intermolecular Diels-Alder routes depicted in Scheme 12  
(see for example, W. Oppolzer et al. Helv. Chim. Acta,  
20 1976, 59, 1186-1202; Neth. Appl. 75 03,392, 9/30/75 by  
Sandoz, Ltd.). The symbol P can be hydrogen or a  
protecting group such as benzyl, trifluoroacetyl, etc.,  
or E or E-Y in precursor or final form. It to be  
understood that appropriate functionality may be present  
25 in Formula A,  
XXI-XXV in precursor or final form and that only the  
parent unsubstituted molecules are shown in Scheme 12  
for sake of clarity.

30

Scheme 12

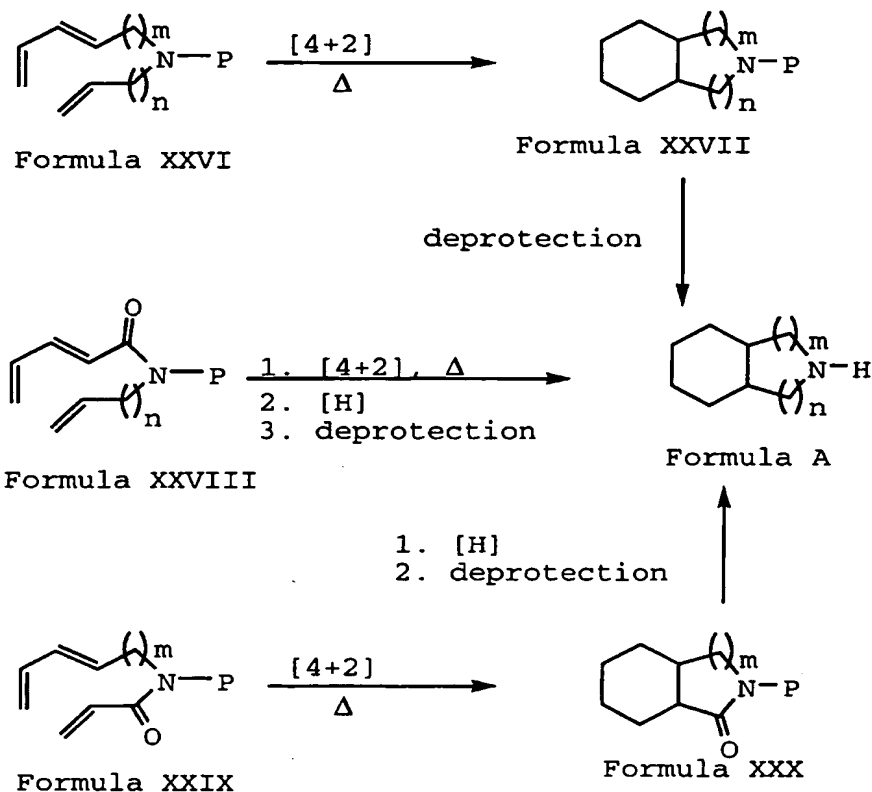


m, n are in each case independently 1, 2  
 p is 0 or 1

Another embodiment of Formula A, the  
 octahydroisindoles, decahydroisoquinolines and related  
 5 bicyclic systems, may be synthesized by an  
 intramolecular Diels-Alder reaction (see for example S.  
 F. Martin, et al., J. Org. Chem. 1983, 48, 5170-5180;  
 Carmosin, et al., US 5,508,424, issued 4/16/96 to Ortho  
 Pharmaceutical Corp.) as shown in Scheme 13. It to be  
 10 understood that appropriate functionality may be present  
 (such as a substituted or unsubstituted phenyl group,  
 for example) in Formula A, XXVI-XXX in presursor or

final form and that only the parent unsubstituted molecules are shown in Scheme 13 for sake of clarity. The symbol P can be hydrogen or a protecting group such as benzyl, trifluoroacetyl, etc., or E or E-Y in precursor or final form.

Scheme 13



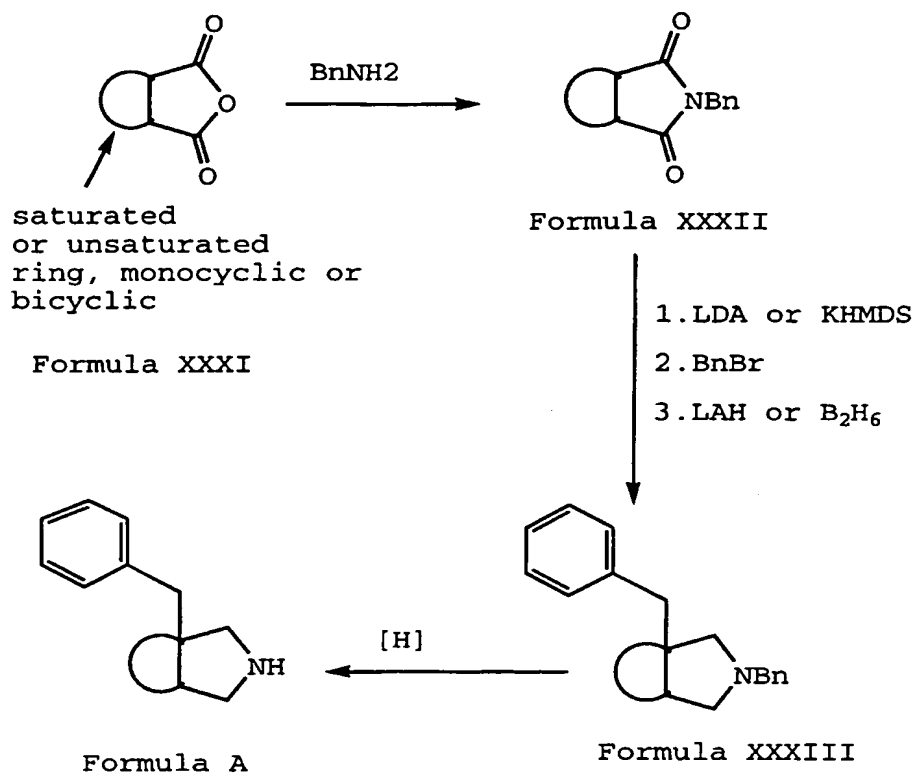
m, n are in each case independently 1,2

10

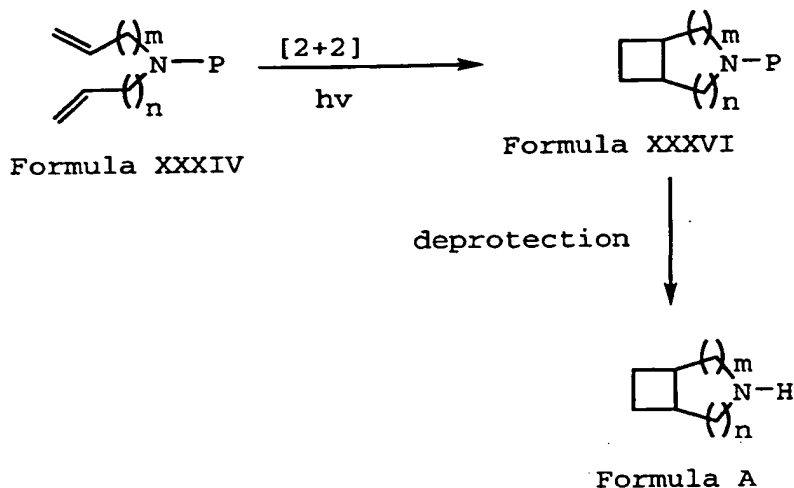
Another embodiment of Formula A, the 3a-(phenylmethyl)octahydroisindoles and other similar bicyclic and tricyclic systems may be synthesized by

methods shown in Scheme 14 (see E. Ciganek, US  
5,216,018, issued 6/1/93 to DuPont Merck Pharmaceutical  
Co.). It is to be understood that appropriate  
functionality may be present in Formula A, XXXI-XXXIII  
5 in precursor or final form and that only the parent  
unsubstituted molecules are shown in Scheme 14 for sake  
of clarity. Thus a cyclic anhydride of Formula XXXI  
which is commercially available or can be easily  
synthesized by methods familiar to one skilled in the  
10 art is reacted with benzylamine to yield imide XXXII.  
Deprotonation with a strong non-nucleophilic base such  
as LDA or KHMDS in an inert solvent such as ether or THF  
followed by quenching with a benzyl bromide, chloride,  
iodide, tosylate, mesylate, or triflate, yields a  
15 benzylated imide which can be reduced to cyclic amine  
XXXIII. Deprotection yields a cyclic amine of Formula  
A.

Scheme 14



Scheme 15



m, n are in each case independently 1,2

Another embodiment of Formula A, namely compounds containing a fused cyclobutyl ring can be synthesized as depicted in Scheme 15 (see W. Oppolzer, et al., Helv. Chim. Acta, 1976, 59, 1186-1202; G. Steiner, et al., Heterocycles, 1995, 40, 319-330; Steiner, G. et al., US 5,475,105, issued 12/12/95 to BASF Akt.). It is to be understood that appropriate functionality may be present (such as a substituted or unsubstituted phenyl group, for example) in Formula A, XXXIV-XXXVI in precursor or final form and that only the parent unsubstituted molecules are shown in Scheme 15 for sake of clarity. The symbol P can be hydrogen or a protecting group such as benzyl, trifluoroacetyl, or E or E-Y in precursor or final form.

The compounds of this invention and their preparation can be understood further by the following working examples, which do not constitute a limitation of the invention.

Examples**Example 1****5        Preparation of N-3-[*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea**

Part A. Preparation of *cis*-N-Benzyl-1,2,3,4-tetrahydro-2,3-naphthalenedicarboximide

10

To a stirred mixture of N-benzylmaleimide (10 g, 53.41 mmol) and zinc dust (2 g, 30.59 mmol) in 250 mL DMF was added in a 6 hour period a mixture of  $\alpha,\alpha'$ -dibromo-o-xylene (23 g, 87.13 mmol) and n-  
15 benzylmaleimide (5 g, 26.71 mmol) in 50 mL DMF, as well as six portions of zinc dust (1g, 15.30 mmol). The mixture was stirred at room temperature for 20 hours, over which time a homogeneous solution was observed. The mixture was poured into 1 L water, and 10 mL of  
20 concentrated hydrochloric acid was added. The solids were removed by filtration, and the filtrate was extracted with three 500 mL portions of ethyl acetate. The combined extracts were dried over sodium sulfate, and concentrated to an amber oil which was subjected to  
25 flash chromatography, eluting with 50% ethyl acetate/hexanes, followed by 20% methanol/chloroform. The methanol/chloroform fractions were combined and stripped to yield 2.6 g of a yellow oil. This was purified by flash chromatography, eluting with 20% ethyl  
30 acetate/toluene to yield 1.0 g of a white solid as product. Yield = 4.2%. NMR (300 MHz, Acetone) $\delta$  7.84-7.79 (m, 2H), 7.71-7.66 (m, 2H), 7.14-7.06 (m, 4H), 3.74

(t, 2H, J = 7 Hz), 2.95-2.90 (m, 2H), 2.74-2.68 (m, 2H), 2.55-2.35 (m, 6H), 1.91-1.80 (m, 4H).

5 Part B. Preparation of *cis*-2-benzyl-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole hydrochloride.

A solution of aluminum chloride (0.55 g, 4.2 mmol) in 5 ml of diethyl ether was added to a 1 M lithium  
10 aluminum hydride solution (10 mL, 10 mmol) in diethyl ether at 0° C, causing a white solid to precipitate. The mixture was stirred at 0° C for 20 minutes, then *cis*-N-benzyl-1,2,3,4-tetrahydro-2,3-naphthalenedicarboximide was added neat (0.58 g, 2.2  
15 mmol). The mixture was allowed to come to room temperature and stirred for 30 minutes, then brought to reflux for 90 minutes. The mixture was cooled to 0° C, and the excess aluminum hydrides were destroyed using the Steinhardt procedure (see Fieser and Fieser,  
20 Reagents for Organic Synthesis; John Wiley & Sons, Inc.: New York, NY, 1967; p. 584.). The resulting filtrate was diluted with 200 mL water, acidified with 1 N hydrochloric acid, and extracted with methylene chloride. The methylene chloride was stripped, the  
25 residue was taken up in 1 N sodium hydroxide, and the mixture was extracted with chloroform. The combined extracts were dried over sodium sulfate, and stripped to an amber oil. This was diluted with 20 mL of ethyl acetate, and 20 mL of 1 N hydrochloric acid solution in  
30 diethyl ether was added. The mixture was extracted with 1 N hydrochloric acid, and the combined aqueous extracts were washed with a 2:1 mixture of diethyl ether and ethyl acetate. The aqueous was then extracted with chloroform, and the combined extracts were dried over

sodium sulfate, and stripped to yield 220 mg of a yellow oil as product. Yield = 42%. NMR (300MHz, CDCl<sub>3</sub>)  $\delta$  7.52 (m, 2H), 7.39 (m, 3H), 7.25-7.20 (m, 2H), 7.16-7.12 (m, 2H), 3.92 (d, 2H, J = 6 Hz), 3.59-3.56 (m, 2H), 3.32 (m, 2H), 2.77 (dd, 2H, J = 6 Hz, 15 Hz), 2.49 (d, 2H, J = 13 Hz), 2.10-2.05 (m, 2H).

Part C. Preparation of *cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

10

To a solution of *cis*-2-benzyl-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole hydrochloride (210 mg, 0.80 mmol) in 10 mL of ethanol was added palladium hydroxide (210 mg, 20 wt% on carbon) and 4 N hydrochloric acid solution in dioxane (1 mL, 4 mmol). The mixture was placed on a Parr apparatus, the vessel was pressurized to 50 psi with hydrogen, and the mixture was shaken for 2 days. TLC of the mixture showed very little reaction, so the same amounts of palladium hydroxide and hydrochloric acid were added again. The vessel was pressurized to 50 psi with hydrogen, and the mixture was shaken for an additional 3 days. TLC of the mixture showed that the reaction was still incomplete, and so the same amounts of palladium hydroxide and hydrochloric acid were added, the vessel was pressurized to 50 psi with hydrogen, and the mixture was shaken for an additional 6 days. The mixture was filtered through celite, and the cake was rinsed with methanol. The filtrate was stripped, the residue was taken up in 20 mL of 1 N sodium hydroxide, and the aqueous was extracted with ethyl acetate. The combined extracts were dried over sodium sulfate and stripped to yield 90 mg of an amber oil, which was purified by flash chromatography, eluting with ethyl acetate followed by 20%

methanol/chloroform. Obtained 35 mg of a colorless oil. Yield = 25%. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.17-7.09 (m, 4H), 3.17-3.16 (m, 2H), 2.79 (bd, 2H, J = 9 Hz), 2.58-2.43 (m, 6H), 2.36 (s, 1H).

5

Part D. Preparation of 2-(3-Phthalimido-n-prop-1-yl)-*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

A mixture of *cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole (32 mg, .018 mmol), N-(3-bromopropyl)phthalimide (49 mg, 0.18 mmol), potassium iodide (31 mg, 0.18 mmol), and potassium carbonate (51 mg, 0.37 mmol) in 3 mL of methylethyl ketone was heated at reflux for 8 hours. The mixture was cooled to room temperature, the solids were filtered, and the filtrate was concentrated in-vacuo. The residue was dry-loaded onto a 1 X 5 cm silica column, and eluted with ethyl acetate followed by 20% methanol/chloroform. Obtained 50 mg of white solids. Yield = 78%. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.84-7.79 (m, 2H), 7.71-7.66 (m, 2H), 7.14-7.06 (m, 4H), 3.74 (t, 2H, J = 7 Hz), 2.95-2.90 (m, 2H), 2.74-2.68 (m, 2H), 2.55-2.35 (m, 6H), 1.91-1.80 (m, 4H).

Part E. Preparation of 2-(3-amino-n-prop-1-yl)-*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

Hydrazine (9 mg, 0.28 mmol) was added to a solution of 2-(3-Phthalimido-n-prop-1-yl)-*cis*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole (50 mg, 0.14 mmol) in 1 mL of ethanol, and the mixture was refluxed for 6 hours. The mixture was cooled to room temperature, and 5 mL of diethyl ether was added with stirring. After 30

minutes, a white solid had precipitated. The solid was collected by filtration, rinsed with diethyl ether, then stirred in 10 mL of chloroform. The solids were filtered and washed with chloroform. The filtrate was concentrated to yield 20 mg of a colorless oil as product. Yield = 63%. NMR (300 MHz, CD<sub>3</sub>OD)  $\delta$  7.09-7.05 (m, 4H), 3.03-2.97 (m, 2H), 2.77-2.70 (dd, 2H, J = 6 Hz, 14 Hz), 2.68-2.58 (m, 4H), 2.50-2.44 (dd, 2H, J = 5 Hz, 14 Hz), 2.30 (t, 2H, J = 7 Hz), 1.82 (t, 2H, J = 7 Hz), 1.61 (tt, 2H, J = 7 Hz, 8 Hz, 7 Hz).

Part F. Preparation of N-3-[cis-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea.

15

To a solution of N-(3-amino-n-prop-1-yl)-cis-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole (20 mg, 0.09 mmol) in 1 mL of chloroform was added 3-acetylphenyl isocyanate (16 mg, 0.10 mmol). The mixture was stirred overnight, then applied directly to a 1 X 5 cm silica column and eluted with ethyl acetate followed by 20% methanol/chloroform. Obtained 27 mg of a yellow, viscous oil as product. Yield = 77%. NMR (300 MHz, CD<sub>3</sub>OD)  $\delta$  7.98 (s, 1H), 7.59-7.54 (m, 2H), 7.35 (dd, 1H, J = 8 Hz, 8 Hz), 7.12-7.06 (m, 4H), 3.19 (t, 2H, J = 6 Hz), 3.14 (t, 2H, J = 7 Hz, 8 Hz), 2.76 (dd, 2H, J = 5 Hz, 15 Hz), 2.66 (m, 2H), 2.56 (s, 3H), 2.50 (dd, 2H, J = 5, 14), 2.44 (t, 2H, J = 8), 1.93 (t, 2H, J = 9), 1.75-1.70 (m, 2H).

30

### Example 2

**Preparation of N-3-[trans-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea.**

**Part A: Preparation of N-(3-phenylallyl)-allylamine.**

5

A solution of cinnamyl bromide (10 g, 50.7 mmol) in 250 mL tetrahydrofuran was added dropwise to a solution of allyl amine (38 ml, 507 mmol) in 50 mL tetrahydrofuran at 0° C. the mixture was allowed to  
10 slowly come to room temperature then stirred 20 hours. The tetrahydrofuran was removed *in-vacuo*, and the residue was partitioned between 500 mL of ethyl acetate and 200 ml of water. The layers were separated, the organic phase was washed with water followed by brine,  
15 then dried over sodium sulfate and concentrated to an amber oil. The oil was purified by flash chromatography on an 8 X 15 cm silica column, eluting with 5% methanol/chloroform followed by 10% methanol/chloroform. Obtained 7.2 g of an amber oil as product. Yield = 81%.  
20 NMR (300 MHz, CDCl<sub>3</sub>) δ 7.39-7.20 (m, 5H), 6.54 (d, 1H, J = 16 Hz), 6.35-6.26 (m, 1H), 6.01-5.87 (m, 1H), 5.24-5.14 (m, 2H), 3.43 (d, 2H, J = 7 Hz), 3.31 (d, 2H, J = 6 Hz).

25

**Part B. Preparation of N-(3-phenylallyl)-N-allyltrifluoroacetamide.**

A solution of trifluoroacetic anhydride (1.33 g, 6.35 mmol) in 10 mL of methylene chloride was added  
30 dropwise to a mixture of N-(3-phenylallyl)-allylamine (1.0 g, 5.77 mmol) and triethylamine (8.1 mL, 57.7 mmol) in 20 ml methylene chloride at 0° C. The mixture was allowed to come to room temperature and stirred for 16

hours. The mixture was washed with water followed by brine, then dried over sodium sulfate, and concentrated *in-vacuo* to an amber oil. The oil was purified by flash chromatography, eluting with 10% ethyl acetate/hexanes.  
5 Obtained 1.3 g of a colorless oil as product. Yield = 84%. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  (7.40-7.24 (m, 5H), 6.53 (d, 1H, J = 16 Hz), 6.17-6.03 (m, 1H), 5.85-5.72 (m, 1H), 5.34-5.18 (M, 2H), 4.19-4.03 (m, 4H).

10 Part C. Preparation of *cis*- and *trans*-2-trifluoroacetyl-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

A solution of N-(3-phenylallyl)-N-allyl-trifluoroacetamide (1.2 g, 4.46 mmol) in 13 mL toluene  
15 was heated to 235°C in a sealed tube for 20 hours. The mixture was cooled to room temperature and concentrated. The residue was purified by flash chromatography on a 3.5 X 20 cm silica column, eluting with toluene. Obtained 400 mg of white solids which contained a 3:2  
20 mixture of *trans* and *cis* isomers of the product. Yield = 33%. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.19-7.12 (m, 4H), 4.15-4.04 (m, 1.2 H), 3.93-3.84 (m, 0.8H), 3.41-2.92 (m, 4H), 2.77-2.58 (m, 2.7 H), 2.23-1.99 (m, 1.3 H).

25 Part D. Preparation 2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

To a stirred solution of potassium hydroxide (8.67 g, 154.6 mmol) in 100 mL of methanol was *trans*-2-  
30 trifluoroacetyl-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole (8.32 g, 30.91 mmol), and the mixture was stirred at room temperature for four hours. The mixture was concentrated *in-vacuo*, and the residue was

partitioned between diethyl ether and water. The layers were separated, and the aqueous phase was extracted with three 200 mL portions of diethyl ether. The combined organic phases were dried over sodium sulfate, and concentrated in-vacuo to a yellow oil. The oil was purified by flash chromatography on an 8 X 15 cm silica column, eluting with a 40:10:1 mixture of methylene chloride, methanol, and 25% aqueous ammonium hydroxide. Obtained 2.5 g of the *trans* isomer as a white solid, and 2.0 g of the *cis* isomer as a pale yellow solid. Yield = 46% (*trans*), 37% (*cis*). NMR (*trans*) (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.12 (m, 4H), 3.36-3.31 (m, 2H), 3.08-3.03 (m, 2H), 2.71-2.58 (m, 4H), 2.46 (bs, 1H), 1.90 (m, 2H).

Part E. Preparation of 2-(3-Phthalimido-n-prop-1-yl)-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

A mixture of *trans*-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole (200 mg, 1.15 mmol), N-(3-bromopropyl)-phthalimide (309 mg, 1.15 mmol), potassium iodide (192 mg, 1.15 mmol), and potassium carbonate (320 mg, 2.31 mmol) in 10 mL of methylethyl ketone was heated at reflux for 8 hours. The mixture was cooled to room temperature, the solids were filtered, and the filtrate was concentrated in-vacuo. The residue was dry-loaded onto a 1 X 5 cm silica column, and eluted with ethyl acetate followed by 20% methanol/chloroform. Obtained 200 mg of an amber oil. Yield = 48%. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.87-7.83 (m, 2H), 7.76-7.70 (m, 2H), 7.15-7.07 (m, 4H), 3.80 (t, 2H, J = 7 Hz), 3.22 (m, 2H), 3.01-2.87 (m, 4H), 2.76-2.56 (m, 4H), 2.11-1.96 (m, 4H).

Part F. Preparation of 2-(3-Amino-n-prop-1-yl)-  
2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindole.

Hydrazine (42 mg, 1.31 mmol) was added to a  
5 solution of 2-(3-Phthalimido-n-prop-1-yl)-2,3,3a,4,9,9a-  
hexahydro-1H-benz[f]isoindole (200 mg, 0.65 mmol) in 5  
mL of ethanol, and the mixture was refluxed for 20  
hours, over which time a white solid had precipitated.  
The mixture was cooled to room temperature, the solid  
10 was removed by filtration, and the filtrate was  
concentrated *in-vacuo*. The residue was suspended in  
chloroform, and the solids were removed by filtration.  
The filtrate was concentrated *in-vacuo* to 90 mg of a  
yellow oil as product. NMR (300 MHz, CDCl<sub>3</sub>) δ 7.16-7.08  
15 (m, 4H), 3.39-3.32 (m, 2H), 3.04-2.98 (m, 6H), 2.80-2.61  
(m, 4H), 2.08-2.05 (m, 2H), 1.90-1.79 (m, 2H).

Part G. Preparation of N-3-[trans-2,3,3a,4,9,9a-  
hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-  
20 acetylphenylurea.

To a solution of N-(3-aminopropyl)-trans-3a,4,9,9a-  
tetrahydro-benz[f]indoline (90 mg, 0.39 mmol) in 2 mL of  
chloroform was added 3-acetylphenyl isocyanate (70 mg,  
25 0.43 mmol), and the mixture was stirred for two days.  
The crude mixture was purified by flash chromatography  
on a 1 X 8 cm silica column, eluting with ethyl acetate  
followed by 20% methanol/chloroform. Obtained 50 mg of  
white solids as product. NMR (300 MHz, CDCl<sub>3</sub>) δ 8.01 (s,  
30 1H), 7.65 (d, 1H, J = 8 Hz), 7.55 (d, 1H, J = 8 Hz),  
7.33 (dd, 1H, J = 8 Hz, 8 Hz), 7.18-7.07 (m, 4H), 3.49-  
3.41 (m, 2H), 3.34-3.22 (m, 2H), 2.78-2.59 (m, 4H), 2.53  
(s, 3H), 2.18-1.93 (m, 4H), 1.85-1.79 (m, 2H).

**Example 3**

**Preparation of (+/-)-N-3-[trans-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea.**

5

Step A. Preparation of 3-(4-fluorophenyl)-3-hydroxy-1-propene.

10        A solution of 4-fluorobenzaldehyde (8.5 g, 68.2 mmol, Aldrich) in 50 mL of tetrahydrofuran was added dropwise to a solution of vinylmagnesium bromide (9.84 g, 75 mmol, Aldrich) in 150 mL of tetrahydrofuran at 0°C. The mixture was stirred for 20 min and then allowed  
15        to warm to room temperature. The reaction was stirred overnight and quenched by the addition of water (100 mL). The resulting precipitate was removed by filtration. The filtrate was concentrated in vacuo and then dissolved in 200 mL of ethyl acetate. This solution  
20        was washed with water, brine, dried over sodium sulfate, and concentrated in vacuo to 10.3 g of an amber oil as product. NMR (300 MHz, CDCl<sub>3</sub>) δ 7.37-7.29 (m, 2H), 7.04 (dd, 2H, J = 9 Hz, 9 Hz), 6.08-5.97 (m, 1H), 5.35 (d, 1H, J = 17 Hz), 5.21 (d, 2H, J = 10 Hz), 1.90 (d,  
25        1H, J = 4 Hz).

Step B. Preparation of 1-(4-fluorophenyl)-3-chloro-1-propene.

30        A gas dispersion tube was immersed in a solution of 3-(4-fluorophenyl)-3-hydroxy-1-propene (1.0 g, 6.57 mmol) in 50 mL of toluene. Hydrochloric acid gas was bubbled through this solution for 10 min, causing a slight exotherm and a brown color. The tube was removed  
35        and the solution was diluted with 100 mL of ethyl

acetate. This solution was washed with water, brine,  
dried over sodium sulfate and concentrated to 0.9 g of a  
brown oil as product. NMR (300 MHz, CDCl<sub>3</sub>)  $\delta$  7.407-7.29  
(m, 2H), 7.02 (dd, 2H, J = 8 Hz, 9 Hz), 6.63 (d, 1H, J =  
5 16 Hz), 6.29-6.19 (m, 1H), 4.23 (d, 2H, J = 8 Hz).

Part C: Preparation of (+/-)-N-3-[trans-6-fluoro-  
2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-  
1-yl-N'-3-acetylphenylurea.

10

Prepared according to procedures described in  
Example 2 with modification at Step A. MS (ESI) 409  
(M+H).

15

#### Example 4

Preparation of (+/-)-N-3-[trans-6-fluoro-2,3,3a,4,9,9a-  
hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-  
fluorophenylurea.

20

Prepared according to procedures described in  
Example 3 with modification at last step. MS (ESI) 385  
(M+H).

#### Example 5

25

Preparation of (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-  
hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-  
acetylphenylurea.

30

Prepared according to procedures described in  
Example 3 with modification using cis isomer instead of  
trans. MS (ESI) 409 (M+H).

#### Example 6

**Preparation of (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea.**

5        Prepared according to procedures described in Example 5 with modification at last step. MS (ESI) 385 (M+H).

**Example 7**

10        Preparation of N-(3-acetylphenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.

15        Step A. Preparation of ethyl 4-oxocyclohexanecarboxylate.

20        To a vigorously stirring suspension of ethyl 4-hydroxycyclohexanecarboxylate (2.0 g, 12 mmol, Aldrich) and activated 4Å MS (1.0 g) in acetonitrile (70 mL) at 23°C was sequentially added 4-methylmorpholine-N-oxide (2.0 g, 17 mmol) and tetrapropylammonium perruthenate (410 mg, 1.2 mmol). After stirring the resulting black suspension for 30 min, the mixture was concentrated in vacuo, and the resulting residue was filtered through a plug of silica gel (30% ethyl acetate in hexanes) to provide ethyl 4-oxocyclohexanecarboxylate as a clear oil (1.93 g, 98%). MS (AP CI) 171 (M+H).

30        Step B. Preparation of ethyl 4-(N, N-di(phenylmethyl)amino)cyclohexanecarboxylate

35        To a solution of ethyl 4-oxocyclohexanecarboxylate (1.9 g, 11 mmol) in 1,2-dichloroethane (113 mL) at 23°C was added dibenzylamine (3.4g, 3.3 mL, 17 mmol) in one portion. After 10 min, sodium triacetoxyborohydride (4.81 g, 22.7 mmol) was added, and the resulting cloudy

suspension was stirred for 48 hrs. The suspension was poured into 1N aqueous hydrogen chloride (100 mL), the resulting mixture was basified to pH 9.0-10.0 with 12.5 M aqueous sodium hydroxide. The basic layer was  
5 extracted with ethyl acetate (3 x 50 mL), and the combined organic layers were washed with saturated aqueous sodium chloride (70 mL), dried over sodium sulfate, and concentrated in vacuo. The resulting residue was purified by flash chromatography (5-10%  
10 ethyl acetate in hexanes) to yield ethyl 4-(N, N-dibenzylamino)cyclohexanecarboxylate (3.4 g, 84%) as a clear oil. MS (ESI) 352 (M + H).

Step C. Preparation of ethyl 4-(N,N-diphenylmethylamino)-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate  
15

To a stirring solution of diisopropylamine (1.2 g, 1.7 mL, 12 mmol) in dry tetrahydrofuran (45 mL) at -78°C  
20 was added 2.5 M n-butyllithium (4.6 mL, 11 mmol) in hexanes. After 3 hr, ethyl 4-(N, N-di(phenylmethyl)amino)cyclohexanecarboxylate (3.4 g, 9.5 mmol) was added as a solution in tetrahydrofuran (45 mL) via cannula. The resulting solution became first pink,  
25 then red, and finally orange. After stirring at -78°C for 3 hr, the reaction was poured into saturated aqueous sodium chloride (100 mL). The resulting aqueous layer was extracted with ethyl acetate (3 X 80 mL), and the combined organic layers were washed with saturated  
30 aqueous sodium chloride (30 mL), dried over sodium sulfate, and concentrated in vacuo. The resulting residue was purified by flash chromatography to yield exclusively ethyl 4-(N,N-di(phenylmethyl)amino)-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate (3.7 g,  
35 85%) with ester and amine functionalities in a cis

conformation. The product was a white solid. MS (ESI) 460 (M+H).

Step D. Preparation of ethyl 4-amino-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate

To a solution of ethyl 4-(*N,N*-di(phenylmethyl)amino)-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate (1.0 g, 2.2 mmol) in methanol (50 mL) and glacial acetic acid (100 mL) was added 10% palladium on carbon (200 mg, Degussa type) under a stream of nitrogen. The resulting black suspension was shaken vigorously under a hydrogen atmosphere (52 psi) for 48 hrs. The suspension was then filtered and the resulting filtrate was concentrated in vacuo. The residue was dissolved in a minimal amount of water and poured into saturated aqueous sodium bicarbonate (30 mL). The resulting aqueous layer was extracted with ethyl acetate (4 x 50 mL), and the combined organic layers were dried over sodium sulfate and concentrated in vacuo to yield ethyl 4-amino-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate as a pale yellow oil. The oil was used directly in step E without further purification. MS (ESI) 280 (M+H).

Step E. Preparation of 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octan-2-one

Neat ethyl 4-amino-1-(4-(fluorophenyl)methyl)cyclohexane-1-carboxylate from step D in a round bottom flask was heated to 200°C for 40 min under an open atmosphere. The resulting brown solid was dissolved in a minimal amount of dichloromethane, and the resulting solution was purified by flash chromatography (50-100% ethyl acetate in hexanes, then

5% methanol in ethyl acetate) to yield ring 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octan-2-one (200 mg, 39% two steps) as a clear oil. MS (ESI) 234 (M+H).

5

Step F. Preparation of *N*-(*t*-butoxycarbonyl)-1-(4-fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane

To a solution of 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octan-2-one (200 mg, 0.86 mmol) in dry tetrahydrofuran (8 mL) at 23°C was added borane-tetrahydrofuran (3.4 mL, 3.4 mmol; 1.0 M in tetrahydrofuran). After 10 min, the resulting clear solution was maintained under reflux conditions for 3 hr. The reaction was quenched with 1N aqueous hydrogen chloride (10 mL); this was followed by the addition of a 1-mL portion of concentrated hydrogen chloride, and the resulting solution was maintained under reflux conditions for 10 min. Upon cooling to 23°C, the reaction solution was basified to pH 9.0-10.0 with 12.5 M aqueous sodium hydroxide. The aqueous layer was then extracted with ethyl acetate (4 × 60 mL), and the combined organic layers were concentrated *in vacuo* to a colorless oil. The oil was dissolved in tetrahydrofuran (100 mL) at 23°C and to the solution was added di-*t*-butyl dicarbonate (210 mg, 0.94 mmol). After 12 hr, the reaction was concentrated and the resulting residue was purified by flash chromatography (10-20% ethyl acetate in hexanes) to yield *N*-(*t*-butoxycarbonyl)-1-(4-fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane (270 mg, 99% two steps). MS (ESI) 320 (M+H).

35

Step G. Preparation of 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane hydrochloride

To neat *N*-(*t*-butoxycarbonyl)-1-(4-fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane (270 mg, 0.85 mmol) was added 4 M hydrogen chloride in dioxane (50 mL). After stirring the resulting pale yellow solution for 30 min, the reaction was concentrated to give 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane hydrochloride (220 mg, 100%) as a viscous yellow oil. MS (ESI) 220 (M+H).

Step H. Preparation of *N*-3-[*N'*-(*t*-butoxycarbonyl)-3-aminopropyl]-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane

To a stirring solution of 1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane hydrochloride (220 mg, 0.85 mmol) in 1,2-dichloroethane (20 mL) was added *N*-(*t*-butoxycarbonyl)-3-aminopropional (230 mg, 1.3 mmol). After 10 min, sodium triacetoxymethylborohydride (380 mg, 1.80 mmol) was added in one portion and the resulting cloudy white mixture was stirred for 72 hr. The reaction was poured into 1N aqueous hydrogen chloride (100 mL), and the resulting mixture was basified to pH 9.0-10.0 with 12.5 M aqueous sodium hydroxide. The basic layer was extracted with ethyl acetate (3 x 70 mL), and the combined organic layers were washed with saturated aqueous sodium chloride (70 mL), dried over sodium sulfate, and concentrated in vacuo. The resulting residue was purified by flash chromatography (100% ethyl acetate - 5% methanol, 5% triethylamine in ethyl acetate) to yield *N*-3-[*N'*-(*t*-butoxycarbonyl)-3-aminopropyl]-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane (320 mg, 100%) as a clear viscous oil. MS (ESI) 377 (M+H).

Step I. Preparation of *N*-3-(3-aminopropyl)-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane dihydrochloride

5           To neat *N*-3-[*N'*-(*t*-butoxycarbonyl)-3-aminopropyl]-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane (320 mg, 0.85 mmol) was added 4N hydrogen chloride in dioxane (85mL). The resulting solution was stirred for 15 min and then concentrated. The resulting pale yellow  
10 oil was redissolved in toluene, and the resulting solution was again concentrated to give *N*-3-(3-aminopropyl)-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane dihydrochloride (290 mg, 98%) as a white solid. MS (ESI 277 (M+H)).

15

Step J. Preparation of *N*-(3-acetylphenyl)-*N'*-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.

20           To a solution of *N*-3-(3-aminopropyl)-1-(4-(fluorophenyl)methyl)-3-azabicyclo[2.2.2]octane dihydrochloride (30 mg, 0.086 mmol) in dichloromethane (1 mL) was added triethylamine (0.1 mL) and 3-acetylphenylisocyanate (19 mg, 0.12 mmol). After  
25 vigorous shaking for 20 s, the yellow solution was concentrated *in vacuo*. The resulting residue was purified by flash chromatography to a pale yellow oil. The oil was dissolved in dichloromethane (5 mL) and to this solution was added 1N hydrogen chloride in diethyl  
30 ether (0.14 mL, 0.14 mmol). After 5 min, the resulting solution was concentrated *in vacuo*. The resulting residue was redissolved in acetonitrile (1 mL) and water (7 mL) and lyophilized to give *N*-(3-acetylphenyl)-*N'*-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]

propyl]urea hydrochloride (41 mg, 100%) as a white solid. MS (ESI) 438 (M-Cl).

#### Example 8

5       **Preparation of *N*-(4-fluorophenyl)-*N'*-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.**

10       Prepared according to procedures described in Example 7 with modification at Step J. MS (ESI) 414 (M-Cl).

#### Example 9

15       ***N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.**

20       Step A. Preparation of *N*-benzyl-2-azabicyclo[2.2.2]octan-6-one

25       To a vigorously stirring suspension of (6*S*)-*N*-benzyl-2-azabicyclo[2.2.2]octan-6-ol (1.5 g, 6.9 mmol, Maybridge) and activated 4Å MS (1.0 g) in acetonitrile (70 mL) at 23°C was sequentially added 4-methylmorpholine-*N*-oxide (1.2 g, 10 mmol) and tetrapropylammonium perruthenate (240 mg, 0.69 mmol). After stirring the resulting black suspension for 30 min, the mixture was concentrated in vacuo, and the  
30       resulting residue was purified by flash chromatography (20-50% ethyl acetate in hexanes) to provide *N*-benzyl-2-azabicyclo[2.2.2]octan-6-one as an orange oil (1.2 g, 81%). MS (AP CI) 216 (M+H).

Step B. Preparation of 6-[4-fluorophenyl)methylene]-2-(phenylmethyl)-2-azabicyclo[2.2.2]octane.

To a vigorously stirring suspension of p-  
5 fluorobenzyltriphenylphosphonium chloride (5.7 g, 14 mmol, Aldrich) in dry tetrahydrofuran (30 mL) at -78°C was added 2.5 M n-butyllithium (4.7 mL, 12 mmol) in hexanes via syringe. After 30 min, the orange-yellow mixture was warmed to 0°C, and the suspension became  
10 deep red. After 5 min, 2-benzyl-2-azabicyclo[2.2.2]octan-6-one (1.2 g, 5.6 mmol) was added as a solution in dry tetrahydrofuran (25 mL) via cannula. Upon stirring vigorously for 2.5 hrs, the reaction was poured into saturated aqueous sodium  
15 chloride (70 mL), and the aqueous layer was extracted with ethyl acetate (3 x 70 mL). The combined organic layers were washed with saturated aqueous sodium chloride (50 mL), dried over sodium sulfate, and concentrated *in vacuo*. The resulting yellow solid was  
20 purified by flash chromatography (20%-70% ethyl acetate in hexanes) to yield 6-[4-fluorophenyl)methylene]-2-(phenylmethyl)-2-azabicyclo[2.2.2]octane (1.7 g, 99%) as a pale yellow oil. MS (ESI) 308 (M+H).

25 Step C. Preparation of 6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane acetate.

To a solution of 6-[4-fluorophenyl)methylene]-2-(phenylmethyl)-2-azabicyclo[2.2.2]octane (800 mg, 2.6  
30 mmol) in methanol (50 mL) and acetic acid (100 mL) was added 10% palladium on carbon (160 mg, Degussa type) under a stream of nitrogen. The resulting black suspension was shaken vigorously for 24 hrs before being filtered. The filtrate was concentrated to provide 6-  
35 (4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane

acetate (745 mg, 100%) as a pale yellow oil. The oil was used in step D without further purification. MS (ESI) 220 (M+H).

- 5 Step D. Preparation of enantiomeric mixture of  
(1*S*,4*R*,6*S*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane and  
(1*R*,4*S*,6*R*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane and  
10 enantiomeric mixture of (1*S*,4*R*,6*R*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane and  
(1*R*,4*S*,6*S*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane
- 15 To a suspension of 6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydroacetate (750 mg, 2.6 mmol) and di-*t*-butyl dicarbonate (1.3 g, 5.7 mmol) in tetrahydrofuran at 23°C was added saturated aqueous sodium bicarbonate (30 mL). The resulting cloudy  
20 suspension was stirred vigorously for 2 hr and was then poured into saturated aqueous sodium chloride (100 mL). The aqueous layer was extracted with ethyl acetate (3 x 70 mL), and the combined organic layers were washed with saturated aqueous sodium chloride (50 mL), dried over  
25 sodium sulfate, and concentrated *in vacuo*. The resulting mixture of diastereomeric compounds were purified and separated by flash chromatography (5-20% ethyl acetate in hexanes) to yield faster-running enantiomeric mixture of (1*S*,4*R*,6*S*)-*N*-(*t*-butoxycarbonyl)-  
30 6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane and (1*R*,4*S*,6*R*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane (180 mg, 24%) and slower- enantiomeric mixture of (1*S*,4*R*,6*R*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-  
35 azabicyclo[2.2.2]octane and (1*R*,4*S*,6*S*)-*N*-(*t*-

butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane (300mg, 40%) as clear oils. MS (ESI) 320 (6*S*, M+H), 320 (6*R*, M+H).

- 5 Step E. Preparation of (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydrochloride and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydrochloride

10 To neat (1*S*,4*R*,6*S*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane and (1*R*,4*S*,6*R*)-*N*-(*t*-butoxycarbonyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane (180 mg, 0.57 mmol) was added 4*N* hydrogen chloride in dioxane (40  
15 mL). The resulting yellow solution was stirred for 30 min and was then concentrated. The residue was further concentrated under high-vacuum for 20 min to yield (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydrochloride and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane  
20 hydrochloride (150 mg, 100%) as a highly viscous yellow oil that was used in step F without further purification. MS (ESI) 220 (M+H).

- 25 Step F. Preparation of (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane.

30

To a stirring solution of (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydrochloride and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane hydrochloride (150 mg, 0.57  
35 mmol) in 1,2-dichloroethane (8 mL) at 23°C was added *N*-

(*t*-butoxycarbonyl)-3-aminopropional (220 mg, 1.3 mmol). After 10 min, sodium triacetoxyborohydride (350 mg, 1.7 mmol) was added in one portion, and the resulting suspension was stirred for 6 hr. The reaction was then  
5 poured into 1N aqueous hydrogen chloride (50 mL), and the resulting mixture was basified to pH 9.0-10.0 with 12.5 M aqueous sodium hydroxide. The basic layer was extracted with ethyl acetate (3 x 50 mL), and the combined organic layers were washed with saturated  
10 aqueous sodium chloride (70 mL), dried over sodium sulfate, and concentrated in vacuo. The resulting residue was purified by flash chromatography (10% methanol in dichloromethane then 5% triethylamine, 10% methanol in dichloromethane) to yield (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane (68 mg, 0.18 mmol) as a pale yellow oil. MS (ESI) 377 (M+H).

20 Step G. Preparation of (1*S*,4*R*,6*S*)-2-(3-aminopropyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane dihydrochloride and (1*R*,4*S*,6*R*)-2-(3-aminopropyl)-6-(4-(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane  
25 dihydrochloride.

To neat (1*S*,4*R*,6*S*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane and (1*R*,4*S*,6*R*)-6-(4-(fluorophenyl)methyl)-2-(*N*-(*t*-butoxycarbonyl)-3-aminopropyl)-2-azabicyclo[2.2.2]octane (68 mg, 0.18 mmol) was added 4N hydrogen chloride (20 mL). The yellow solution was stirred for 1 hr and was then concentrated. The resulting residue (63 mg, 100%) was

used directly in the next step without further purification. MS (ESI) 277 (M+H).

Step H. Preparation of *N*-(3-acetylphenyl)-*N'*-[3-  
5 [(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-  
azabicyclo[2.2.2]oct-2-yl]propyl]urea and *N*-(3-  
acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-  
fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-  
yl]propyl]urea.

10

To a solution of (1*S*,4*R*,6*S*)-2-(3-aminopropyl)-6-(4-  
(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane  
dihydrochloride and (1*R*,4*S*,6*R*)-2-(3-aminopropyl)-6-(4-  
(fluorophenyl)methyl)-2-azabicyclo[2.2.2]octane  
15 dihydrochloride (63 mg, 0.09 mmol) and triethylamine  
(100  $\mu$ L) in dichloromethane (1 mL) was added 3-  
acetylphenylisocyanate (16 mg, 0.10 mmol). The yellow  
solution was shaken vigorously for 20 s and was then  
concentrated *in vacuo*. The resulting residue was  
20 purified by flash chromatography (100% ethyl acetate  
then 5% methanol, 10% triethylamine in ethyl acetate) to  
yield *N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-  
fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-  
yl]propyl]urea and *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-  
25 6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-  
yl]propyl]urea (8.5 mg, 23%) as a pale yellow oil. MS  
(ESI) 438 (M+H).

Step I. Preparation of *N*-(3-acetylphenyl)-*N'*-[3-  
30 [(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-  
azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and  
*N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-  
fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-  
yl]propyl]urea hydrochloride.

35

To a solution of *N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea and *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea (8.5 mg, 0.019 mmol) in dichloromethane (10 mL) was added 1N hydrogen chloride in diethyl ether (21  $\mu$ L, 0.021 mmol). The resulting suspension was stirred for 10 min and was then concentrated. The residue was dissolved in acetonitrile (1 mL) and water (7 mL) and lyophilized to afford *N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride (9.0 mg, 100%) as an amorphous solid. MS (ESI) 438 (M-Cl).

#### Example 10

*N*-(4-fluorophenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and *N*-(4-fluorophenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.

Prepared according to procedures described in Example 9 with modification at Step H. MS (ESI) 414 (M-Cl).

#### Example 11

*N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.

Prepared according to procedures described in Example 9 with modification at Step D. MS (ESI) 438 (M-C1).

5

**Example 12**

*N*-(4-fluorophenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride and *N*-(4-fluorophenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride.

10

Prepared according to procedures described in Example 9 with modification at Step D. MS (ESI) 414 (M-C1).

15

**Example 13**

*N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-*exo*)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl]methyl]-(2*R*)-1-cyclohexyl]urea.

20

Step A. Preparation of *N*-(*t*-butoxycarbonyl)-3-[(4-fluorophenyl)methylene]-8-azabicyclo[3.2.1]octane.

25

To a vigorously stirring suspension of 4-fluorobenzyltriphenylphosphonium chloride (4.96 g, 12.2 mmol) in tetrahydrofuran (25 mL) at -78 °C was added 2.5 M *n*-butyllithium (4.12 mL, 10.3 mmol) in hexanes. The resulting yellow suspension was maintained at -78 °C for 25 min and was then warmed to 0 °C. After 30 min, *N*-(*t*-butoxycarbonyl)-nortropinone (1.1 g, 4.9 mmol) was added to the now red suspension as a solution in tetrahydrofuran (25 mL). The suspension changed color from red to orange, and the reaction was heated to 80 °C. The reaction was maintained at reflux conditions

30

35

for 60 hrs prior to being quenched with saturated aqueous ammonium chloride (30 mL). The layers were separated, and the aqueous layer was washed with ethyl acetate (3 x 30 mL). The combined organic layers were  
5 dried over sodium sulfate, concentrated *in vacuo*, and the resulting residue was purified by flash column chromatography (10-30% ethyl acetate in hexanes) to *N*-(*t*-butoxycarbonyl)-3-[(4-fluorophenyl)methylene]-8-azabicyclo[3.2.1]octane (1.37 g, 88%) as a white solid.  
10 MS (ESI) 218 (M+H).

Step B. Preparation of *N*-(*t*-butoxycarbonyl)-(3-exo)-3-[(4-fluorophenylmethyl)-8-azabicyclo[3.2.1]octane and *N*-(*t*-butoxycarbonyl)-(3-endo)-3-[(4-fluorophenylmethyl)-8-  
15 azabicyclo[3.2.1]octane.

To a solution of *N*-(*t*-butoxycarbonyl)-3-[(4-fluorophenyl)methylene]-8-azabicyclo[3.2.1]octane (300 mg, 0.95 mmol) in methanol was added 10% palladium on  
20 carbon (60 mg, Degussa type) under a nitrogen atmosphere. The resulting black suspension was subjected to a hydrogen atmosphere (51 psi) for 14 hrs, and the reaction was then filtered, and the filtrate was concentrated *in vacuo* to yield a 2.6:1.0 mixture of  
25 endo:exo isomers as determined by <sup>1</sup>H-NMR. Separation of exo and endo isomers by high-performance liquid chromatography using a Chiralpak AD column (10% acetonitrile and 90% CO<sub>2</sub>) yielding *N*-(*t*-butoxycarbonyl)-  
(3-exo)-3-[(4-fluorophenylmethyl)-8-  
30 azabicyclo[3.2.1]octane (84 mg) as a colorless oil and *N*-(*t*-butoxycarbonyl)-(3-exo)-3-[(4-fluorophenylmethyl)-8-azabicyclo[3.2.1]octane (166 mg) as a colorless oil.  
MS (AP CI) 320 (M+H).

Step C. Preparation of (3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]octane hydrochloride

5           To neat *N*-(*t*-butoxycarbonyl)-(3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]octane (120 mg, 0.38 mmol) was added 4 M hydrogen chloride in dioxane (30 mL, 120 mmol). After stirring for 30 min, the resulting pale yellow solution was concentrated *in vacuo*  
10 to provide (3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]octane hydrochloride (96 mg, 100%) as a pale yellow oil. MS (AP CI) 220 (M+H).

Step D. Preparation of *N*-(benzyloxycarbonyl)-[(2*S*)-2-  
15 [[(3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(1*R*)-1-amino-cyclohexane.

          Dichloroethane (4 mL) was added to (3-exo)-3-[(4-  
20 fluorophenyl)methyl]-8-azabicyclo[3.2.1]octane hydrochloride (96 mg, 0.38 mmol) followed by the sequential addition of (1*R*,2*R*)-*N*-(benzyloxycarbonyl)-2-formylcyclohexylamine (128 mg, 0.49 mmol). The resulting solution was maintained at 23 °C for 5 min.  
25 Following the addition of sodium triacetoxymethylborohydride (159 mg, 0.75 mmol) in one portion, the resulting white suspension was stirred for 12 hr and then added to aqueous 1*N* hydrogen chloride (30 mL). The aqueous layer was basified with aqueous 12.5*N* sodium hydroxide (3 mL),  
30 and the layers were separated. The aqueous layer was extracted with ethyl acetate (3 x 40 mL), and the combined organic layers were washed with saturated aqueous sodium chloride (10 mL) and dried over sodium sulfate. Upon concentration *in vacuo*, the resulting  
35 residue was purified by flash column chromatography (10%

methanol in dichloromethane) to give *N*-  
(benzyloxycarbonyl)-[(2*S*)-2-[[[(3-*exo*)-3-[(4-  
fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-  
yl)methyl]-(1*R*)-1-amino-cyclohexane. (145 mg, 83%) as a  
5 pale yellow oil. MS (ESI) 465 (M+H).

Step E. Preparation of (2*S*)-2-[[[(3-*exo*)-3-[(4-  
fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-  
yl)methyl]-(1*R*)-1-amino-cyclohexane diacetate.

10

To *N*-(benzyloxycarbonyl)-[(2*S*)-2-[[[(3-*exo*)-3-[(4-  
fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-  
yl)methyl]-(1*R*)-1-amino-cyclohexane was added methanol  
(100 mL) and glacial acetic acid (10 mL) prior to the  
15 addition of 10% palladium on carbon (50 mg, Degussa  
type) under a nitrogen atmosphere. The resulting black  
suspension was subjected to a hydrogen atmosphere (50  
psi) with vigorous shaking for 4 hrs. The suspension  
was then filtered, and the filtrate was concentrated in  
20 vacuo to provide (2*S*)-2-[[[(3-*exo*)-3-[(4-  
fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-  
yl)methyl]-(1*R*)-1-amino-cyclohexane diacetate as a pale  
brown oil (140 mg, 100%). MS (ESI) 331 (M+H).

25 Step F. Preparation of *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-  
[[[(3-*exo*)-3-[(4-fluorophenyl)methyl]-8-  
azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea

To a solution of (2*S*)-2-[[[(3-*exo*)-3-[(4-  
30 fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-  
yl)methyl]-(1*R*)-1-cyclohexyl]amine diacetate (30 mg,  
0.091 mmol) and triethylamine (100  $\mu$ L, 0.72 mmol) in  
dichloromethane (2 mL) was added 3-  
acetylphenylisocyanate (16 mg, 0.10 mmol). The  
35 resulting pale yellow solution was shaken for 20 s and

then concentrated. The resulting residue was purified by flash column chromatography (0 to 5% triethylamine in ethyl acetate) to give *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[*(3-exo)*-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea as a pale yellow oil (18 mg, 40%). MS (ESI) 492 (M-Cl).

#### Example 14

*N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[*(3-exo)*-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea.

Prepared according to procedures described in Example 13 with modification at Step F. MS (ESI) 468 (M-Cl).

#### Example 15

*N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[*(3-endo)*-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea.

Prepared according to procedures described in Example 13 using endo instead of exo isomer. MS (ESI) 492 (M-Cl).

#### Example 16

*N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[*(3-endo)*-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea.

Prepared according to procedures described in Example 15 with modification at Step F. MS (ESI) 468 (M-Cl).

#### Example 17

**N-(3-acetylphenyl)-N'-(3-[(1S,5R,6R)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl)urea and N-(3-acetylphenyl)-N'-(3-[(1R,5S,6S)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl)urea.**

5

A racemic mixture of (1S,5R,6R)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]heptane and (1R,5S,6S)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]heptane (Steiner, G., Nunschauer, R., Klebe, G., Siggel, L. Heterocycles, 1995, 40, 319-330) was converted to the titled compounds using the procedures described in Example 1, parts D, E, and F. MS (ESI) 410 (M+H).

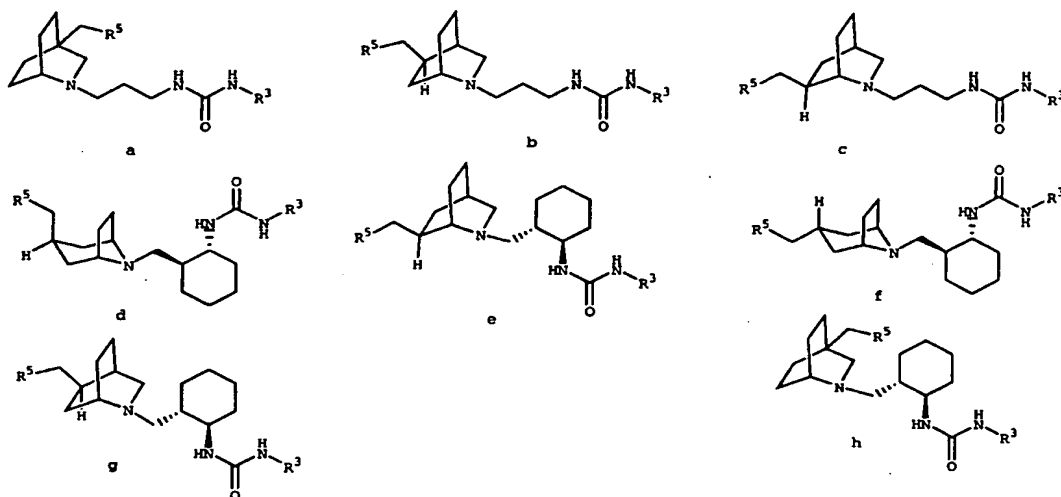
#### Example 18

**N-(4-fluorophenyl)-N'-(3-[(1S,5R,6R)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl)urea and N-(4-fluorophenyl)-N'-(3-[(1R,5S,6S)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl)urea.**

A racemic mixture of (1S,5R,6R)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]heptane and (1R,5S,6S)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]heptane (Steiner, G., Nunschauer, R., Klebe, G., Siggel, L. Heterocycles, 1995, 40, 319-330) was converted to the titled compounds using the procedures described in Example 1, parts D, E, and F, where instead of 3-acetylisocyanate in part F, 4-fluorophenylisocyanate was used instead. MS (ESI) 386 (M+H).

The following table contains representative examples of the present invention. Each entry in the table is intended to be paired with each formulae at the start of the table. For example, entry 1 in Table 1 is intended to be paired with a-h.

TABLE 1



5

ENTRY	R5	R3
1	4-F-Ph	Ph
2	4-F-Ph	3-CN-Ph
3	4-F-Ph	3-COCH <sub>3</sub> -Ph
4	4-F-Ph	3-CO <sub>2</sub> Me-Ph
5	4-F-Ph	3-CO <sub>2</sub> Et-Ph
6	4-F-Ph	3-CO <sub>2</sub> H-Ph
7	4-F-Ph	3-CONH <sub>2</sub> -Ph
8	4-F-Ph	3-CONHMe-Ph
9	4-F-Ph	3-F-Ph
10	4-F-Ph	3-Cl-Ph
11	4-F-Ph	3-Br-Ph
12	4-F-Ph	3-NO <sub>2</sub> -Ph
13	4-F-Ph	3-NH <sub>2</sub> -Ph
14	4-F-Ph	3-NHMe-Ph
15	4-F-Ph	3-NMe <sub>2</sub> -Ph

16	4-F-Ph	3-NHCOCH <sub>3</sub> -Ph
17	4-F-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
18	4-F-Ph	3-SO <sub>2</sub> NHMe-Ph
19	4-F-Ph	3-CF <sub>3</sub> -Ph
20	4-F-Ph	3-OCH <sub>3</sub> -Ph
21	4-F-Ph	3-OPh-Ph
22	4-F-Ph	3-OCF <sub>3</sub> -Ph
23	4-F-Ph	3-SCH <sub>3</sub> -Ph
24	4-F-Ph	3-SOCH <sub>3</sub> -Ph
25	4-F-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
26	4-F-Ph	3-OH-Ph
27	4-F-Ph	3-CH <sub>2</sub> OH-Ph
28	4-F-Ph	3-CHOHCH <sub>3</sub> -Ph
29	4-F-Ph	3-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
30	4-F-Ph	3-CHOHPh-Ph
31	4-F-Ph	3-CH <sub>3</sub> -Ph
32	4-F-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
33	4-F-Ph	3-iPr-Ph
34	4-F-Ph	3-tBu-Ph
35	4-F-Ph	3-Ph-Ph
36	4-F-Ph	3-CH <sub>2</sub> Ph-Ph
37	4-F-Ph	3-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
38	4-F-Ph	3-(1-piperidinyl)- Ph
39	4-F-Ph	3-(1-pyrrolidinyl)- Ph
40	4-F-Ph	3-(2-imidazolyl)-Ph
41	4-F-Ph	3-(1-imidazolyl)-Ph
42	4-F-Ph	3-(2-thiazolyl)-Ph
43	4-F-Ph	3-(3-pyrazolyl)-Ph
44	4-F-Ph	3-(1-pyrazolyl)-Ph
45	4-F-Ph	3-(1-tetrazolyl)-Ph
46	4-F-Ph	3-(5-tetrazolyl)-Ph

47	4-F-Ph	3-(2-pyridyl)-Ph
48	4-F-Ph	3-(2-thienyl)-Ph
49	4-F-Ph	3-(2-furanyl)-Ph
50	4-F-Ph	4-CN-Ph
51	4-F-Ph	4-COCH <sub>3</sub> -Ph
52	4-F-Ph	4-CO <sub>2</sub> Me-Ph
53	4-F-Ph	4-CO <sub>2</sub> Et-Ph
54	4-F-Ph	4-CO <sub>2</sub> H-Ph
55	4-F-Ph	4-CONH <sub>2</sub> -Ph
56	4-F-Ph	4-CONHMe-Ph
57	4-F-Ph	4-CONHPh-Ph
58	4-F-Ph	4-NHCONH <sub>2</sub> -Ph
59	4-F-Ph	4-F-Ph
60	4-F-Ph	4-Cl-Ph
61	4-F-Ph	4-Br-Ph
62	4-F-Ph	4-NO <sub>2</sub> -Ph
63	4-F-Ph	4-NH <sub>2</sub> -Ph
64	4-F-Ph	4-NHMe-Ph
65	4-F-Ph	4-NMe <sub>2</sub> -Ph
66	4-F-Ph	4-NHCOCH <sub>3</sub> -Ph
67	4-F-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
68	4-F-Ph	4-SO <sub>2</sub> NHMe-Ph
69	4-F-Ph	4-CF <sub>3</sub> -Ph
70	4-F-Ph	4-OCH <sub>3</sub> -Ph
71	4-F-Ph	4-OPh-Ph
72	4-F-Ph	4-OCF <sub>3</sub> -Ph
73	4-F-Ph	4-SCH <sub>3</sub> -Ph
74	4-F-Ph	4-SOCH <sub>3</sub> -Ph
75	4-F-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
76	4-F-Ph	4-OH-Ph
77	4-F-Ph	4-CH <sub>2</sub> OH-Ph
78	4-F-Ph	4-CHOHCH <sub>3</sub> -Ph
79	4-F-Ph	4-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph

80	4-F-Ph	4-CH <sub>3</sub> -Ph
81	4-F-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
82	4-F-Ph	4-iPr-Ph
83	4-F-Ph	4-tBu-Ph
84	4-F-Ph	4-Ph-Ph
85	4-F-Ph	4-CH <sub>2</sub> Ph-Ph
86	4-F-Ph	4-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
87	4-F-Ph	4-(1-piperidinyl)-Ph
88	4-F-Ph	4-(1-pyrrolidinyl)-Ph
89	4-F-Ph	4-(2-imidazolyl)-Ph
90	4-F-Ph	4-(1-imidazolyl)-Ph
91	4-F-Ph	4-(2-thiazolyl)-Ph
92	4-F-Ph	4-(3-pyrazolyl)-Ph
93	4-F-Ph	4-(1-pyrazolyl)-Ph
94	4-F-Ph	4-(1-tetrazolyl)-Ph
95	4-F-Ph	4-(5-tetrazolyl)-Ph
96	4-F-Ph	4-(2-pyridyl)-Ph
97	4-F-Ph	4-(2-thienyl)-Ph
98	4-F-Ph	4-(2-furanyl)-Ph
99	4-F-Ph	2-CN-Ph
100	4-F-Ph	2-COCH <sub>3</sub> -Ph
101	4-F-Ph	2-CO <sub>2</sub> Me-Ph
102	4-F-Ph	2-CO <sub>2</sub> Et-Ph
103	4-F-Ph	2-CO <sub>2</sub> H-Ph
104	4-F-Ph	2-CONH <sub>2</sub> -Ph
105	4-F-Ph	2-CONHMe-Ph
106	4-F-Ph	2-F-Ph
107	4-F-Ph	2-Cl-Ph
108	4-F-Ph	2-Br-Ph
109	4-F-Ph	2-NO <sub>2</sub> -Ph
110	4-F-Ph	2-NH <sub>2</sub> -Ph

111	4-F-Ph	2-NHMe-Ph
112	4-F-Ph	2-NMe <sub>2</sub> -Ph
113	4-F-Ph	2-NHCOCH <sub>3</sub> -Ph
114	4-F-Ph	2-SO <sub>2</sub> NH <sub>2</sub> -Ph
115	4-F-Ph	2-SO <sub>2</sub> NHMe-Ph
116	4-F-Ph	2-CF <sub>3</sub> -Ph
117	4-F-Ph	2-OCH <sub>3</sub> -Ph
118	4-F-Ph	2-OPh-Ph
119	4-F-Ph	2-OCF <sub>3</sub> -Ph
120	4-F-Ph	2-SCH <sub>3</sub> -Ph
121	4-F-Ph	2-SOCH <sub>3</sub> -Ph
122	4-F-Ph	2-SO <sub>2</sub> CH <sub>3</sub> -Ph
123	4-F-Ph	2-OH-Ph
124	4-F-Ph	2-CH <sub>2</sub> OH-Ph
125	4-F-Ph	2-CHOHCH <sub>3</sub> -Ph
126	4-F-Ph	2-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
127	4-F-Ph	2-CHOHPh-Ph
128	4-F-Ph	2-CH <sub>3</sub> -Ph
129	4-F-Ph	2-C <sub>2</sub> H <sub>5</sub> -Ph
130	4-F-Ph	2-iPr-Ph
131	4-F-Ph	2-tBu-Ph
132	4-F-Ph	2-Ph-Ph
133	4-F-Ph	2-CH <sub>2</sub> Ph-Ph
134	4-F-Ph	2-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
135	4-F-Ph	2-(1-piperidinyl)- Ph
136	4-F-Ph	2-(1-pyrrolidinyl)- Ph
137	4-F-Ph	2-(2-imidazolyl)-Ph
138	4-F-Ph	2-(1-imidazolyl)-Ph
139	4-F-Ph	2-(2-thiazolyl)-Ph
140	4-F-Ph	2-(3-pyrazolyl)-Ph
141	4-F-Ph	2-(1-pyrazolyl)-Ph

142	4-F-Ph	2-(1-tetrazolyl)-Ph
143	4-F-Ph	2-(5-tetrazolyl)-Ph
144	4-F-Ph	2-(2-pyridyl)-Ph
145	4-F-Ph	2-(2-thienyl)-Ph
146	4-F-Ph	2-(2-furanyl)-Ph
147	4-F-Ph	2,4-diF-Ph
148	4-F-Ph	2,5-diF-Ph
149	4-F-Ph	2,6-diF-Ph
150	4-F-Ph	3,4-diF-Ph
151	4-F-Ph	3,5-diF-Ph
152	4-F-Ph	2,4-diCl-Ph
153	4-F-Ph	2,5-diCl-Ph
154	4-F-Ph	2,6-diCl-Ph
155	4-F-Ph	3,4-diCl-Ph
156	4-F-Ph	3,5-diCl-Ph
157	4-F-Ph	3,4-diCF <sub>3</sub> -Ph
158	4-F-Ph	3,5-diCF <sub>3</sub> -Ph
159	4-F-Ph	5-Cl-2-MeO-Ph
160	4-F-Ph	5-Cl-2-Me-Ph
161	4-F-Ph	2-F-5-Me-Ph
162	4-F-Ph	2-F-5-NO <sub>2</sub> -Ph
163	4-F-Ph	3,4-OCH <sub>2</sub> O-Ph
164	4-F-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
165	4-F-Ph	2-MeO-4-Me-Ph
166	4-F-Ph	2-MeO-5-Me-Ph
167	4-F-Ph	1-naphthyl
168	4-F-Ph	2-naphthyl
169	4-F-Ph	2-thienyl
170	4-F-Ph	3-thienyl
171	4-F-Ph	2-furanyl
172	4-F-Ph	3-furanyl
173	4-F-Ph	2-pyridyl
174	4-F-Ph	3-pyridyl

175	4-F-Ph	4-pyridyl
176	4-F-Ph	2-indolyl
177	4-F-Ph	3-indolyl
178	4-F-Ph	5-indolyl
179	4-F-Ph	6-indolyl
180	4-F-Ph	3-indazolyl
181	4-F-Ph	5-indazolyl
182	4-F-Ph	6-indazolyl
183	4-F-Ph	2-imidazolyl
184	4-F-Ph	3-pyrazolyl
185	4-F-Ph	2-thiazolyl
186	4-F-Ph	5-tetrazolyl
187	4-F-Ph	2-benzimidazolyl
188	4-F-Ph	5-benzimidazolyl
189	4-F-Ph	2-benzothiazolyl
190	4-F-Ph	5-benzothiazolyl
191	4-F-Ph	2-benzoxazolyl
192	4-F-Ph	5-benzoxazolyl
193	2-F-Ph	3-CN-Ph
194	2-F-Ph	3-COCH <sub>3</sub> -Ph
195	2-F-Ph	3-CO <sub>2</sub> Me-Ph
196	2-F-Ph	3-CO <sub>2</sub> Et-Ph
197	2-F-Ph	3-CO <sub>2</sub> H-Ph
198	2-F-Ph	3-CONH <sub>2</sub> -Ph
199	2-F-Ph	3-F-Ph
200	2-F-Ph	3-Cl-Ph
201	2-F-Ph	3-NH <sub>2</sub> -Ph
202	2-F-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
203	2-F-Ph	3-CF <sub>3</sub> -Ph
204	2-F-Ph	3-OCH <sub>3</sub> -Ph
205	2-F-Ph	3-OEt-Ph
206	2-F-Ph	3-OCF <sub>3</sub> -Ph
207	2-F-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph

208	2-F-Ph	3-OH-Ph
209	2-F-Ph	3-CH <sub>3</sub> -Ph
210	2-F-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
211	2-F-Ph	4-CN-Ph
212	2-F-Ph	4-COCH <sub>3</sub> -Ph
213	2-F-Ph	4-CO <sub>2</sub> Me-Ph
214	2-F-Ph	4-CO <sub>2</sub> Et-Ph
215	2-F-Ph	4-CO <sub>2</sub> H-Ph
216	2-F-Ph	4-CONH <sub>2</sub> -Ph
217	2-F-Ph	4-F-Ph
218	2-F-Ph	4-Cl-Ph
219	2-F-Ph	4-NH <sub>2</sub> -Ph
220	2-F-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
221	2-F-Ph	4-CF <sub>3</sub> -Ph
222	2-F-Ph	4-OCH <sub>3</sub> -Ph
223	2-F-Ph	4-OEt-Ph
224	2-F-Ph	4-OCF <sub>3</sub> -Ph
225	2-F-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
226	2-F-Ph	4-OH-Ph
227	2-F-Ph	4-CH <sub>3</sub> -Ph
228	2-F-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
229	2-F-Ph	2,4-diF-Ph
230	2-F-Ph	2,5-diF-Ph
231	2-F-Ph	3,4-diF-Ph
232	2-F-Ph	3,5-diF-Ph
233	2-F-Ph	2,4-diCl-Ph
234	2-F-Ph	2,5-diCl-Ph
235	2-F-Ph	3,4-diCl-Ph
236	2-F-Ph	3,5-diCl-Ph
237	2-F-Ph	3,4-OCH <sub>2</sub> O-Ph
238	2-F-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
239	2-F-Ph	2-thienyl
240	2-F-Ph	2-furanyl

241	2-F-Ph	2-pyridyl
242	2-F-Ph	4-pyridyl
243	2-F-Ph	2-imidazolyl
244	2-F-Ph	3-pyrazolyl
245	2-F-Ph	2-thiazolyl
246	2-F-Ph	5-tetrazolyl
247	2-F-Ph	1-adamantyl
248	2,4-diF-Ph	3-CN-Ph
249	2,4-diF-Ph	3-COCH <sub>3</sub> -Ph
250	2,4-diF-Ph	3-CO <sub>2</sub> Me-Ph
251	2,4-diF-Ph	3-CO <sub>2</sub> Et-Ph
252	2,4-diF-Ph	3-CO <sub>2</sub> H-Ph
253	2,4-diF-Ph	3-CONH <sub>2</sub> -Ph
254	2,4-diF-Ph	3-F-Ph
255	2,4-diF-Ph	3-Cl-Ph
256	2,4-diF-Ph	3-NH <sub>2</sub> -Ph
257	2,4-diF-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
258	2,4-diF-Ph	3-CF <sub>3</sub> -Ph
259	2,4-diF-Ph	3-OCH <sub>3</sub> -Ph
260	2,4-diF-Ph	3-OEt-Ph
261	2,4-diF-Ph	3-OCF <sub>3</sub> -Ph
262	2,4-diF-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
263	2,4-diF-Ph	3-OH-Ph
264	2,4-diF-Ph	3-CH <sub>3</sub> -Ph
265	2,4-diF-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
266	2,4-diF-Ph	4-CN-Ph
267	2,4-diF-Ph	4-COCH <sub>3</sub> -Ph
268	2,4-diF-Ph	4-CO <sub>2</sub> Me-Ph
269	2,4-diF-Ph	4-CO <sub>2</sub> Et-Ph
270	2,4-diF-Ph	4-CO <sub>2</sub> H-Ph
271	2,4-diF-Ph	4-CONH <sub>2</sub> -Ph
272	2,4-diF-Ph	4-F-Ph
273	2,4-diF-Ph	4-Cl-Ph

274	2,4-diF-Ph	4-NH <sub>2</sub> -Ph
275	2,4-diF-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
276	2,4-diF-Ph	4-CF <sub>3</sub> -Ph
277	2,4-diF-Ph	4-OCH <sub>3</sub> -Ph
278	2,4-diF-Ph	4-OEt-Ph
279	2,4-diF-Ph	4-OCF <sub>3</sub> -Ph
280	2,4-diF-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
281	2,4-diF-Ph	4-OH-Ph
282	2,4-diF-Ph	4-CH <sub>3</sub> -Ph
283	2,4-diF-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
284	2,4-diF-Ph	2,4-diF-Ph
285	2,4-diF-Ph	2,5-diF-Ph
286	2,4-diF-Ph	3,4-diF-Ph
287	2,4-diF-Ph	3,5-diF-Ph
288	2,4-diF-Ph	2,4-diCl-Ph
289	2,4-diF-Ph	2,5-diCl-Ph
290	2,4-diF-Ph	3,4-diCl-Ph
291	2,4-diF-Ph	3,5-diCl-Ph
292	2,4-diF-Ph	3,4-OCH <sub>2</sub> O-Ph
293	2,4-diF-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
294	2,4-diF-Ph	2-thienyl
295	2,4-diF-Ph	2-furanyl
296	2,4-diF-Ph	2-pyridyl
297	2,4-diF-Ph	4-pyridyl
298	2,4-diF-Ph	2-imidazolyl
299	2,4-diF-Ph	3-pyrazolyl
300	2,4-diF-Ph	2-thiazolyl
301	2,4-diF-Ph	5-tetrazolyl
302	4-Cl-Ph	Ph
303	4-Cl-Ph	3-CN-Ph
304	4-Cl-Ph	3-COCH <sub>3</sub> -Ph
305	4-Cl-Ph	3-CO <sub>2</sub> Me-Ph
306	4-Cl-Ph	3-CO <sub>2</sub> Et-Ph

307	4-Cl-Ph	3-CO <sub>2</sub> H-Ph
308	4-Cl-Ph	3-CONH <sub>2</sub> -Ph
309	4-Cl-Ph	3-CONHMe-Ph
310	4-Cl-Ph	3-F-Ph
311	4-Cl-Ph	3-Cl-Ph
312	4-Cl-Ph	3-Br-Ph
313	4-Cl-Ph	3-NO <sub>2</sub> -Ph
314	4-Cl-Ph	3-NH <sub>2</sub> -Ph
315	4-Cl-Ph	3-NHMe-Ph
316	4-Cl-Ph	3-NMe <sub>2</sub> -Ph
317	4-Cl-Ph	3-NHCOCH <sub>3</sub> -Ph
318	4-Cl-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
319	4-Cl-Ph	3-SO <sub>2</sub> NHMe-Ph
320	4-Cl-Ph	3-CF <sub>3</sub> -Ph
321	4-Cl-Ph	3-OCH <sub>3</sub> -Ph
322	4-Cl-Ph	3-OPh-Ph
323	4-Cl-Ph	3-OCF <sub>3</sub> -Ph
324	4-Cl-Ph	3-SCH <sub>3</sub> -Ph
325	4-Cl-Ph	3-SOCH <sub>3</sub> -Ph
326	4-Cl-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
327	4-Cl-Ph	3-OH-Ph
328	4-Cl-Ph	3-CH <sub>2</sub> OH-Ph
329	4-Cl-Ph	3-CHOHCH <sub>3</sub> -Ph
330	4-Cl-Ph	3-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
331	4-Cl-Ph	3-CHOHPh-Ph
332	4-Cl-Ph	3-CH <sub>3</sub> -Ph
333	4-Cl-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
334	4-Cl-Ph	3-iPr-Ph
335	4-Cl-Ph	3-tBu-Ph
336	4-Cl-Ph	3-Ph-Ph
337	4-Cl-Ph	3-CH <sub>2</sub> Ph-Ph
338	4-Cl-Ph	3-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
339	4-Cl-Ph	3-(1-piperidinyl)-

		Ph
340	4-Cl-Ph	3-(1-pyrrolidinyl)-Ph
341	4-Cl-Ph	3-(2-imidazolyl)-Ph
342	4-Cl-Ph	3-(1-imidazolyl)-Ph
343	4-Cl-Ph	3-(2-thiazolyl)-Ph
344	4-Cl-Ph	3-(3-pyrazolyl)-Ph
345	4-Cl-Ph	3-(1-pyrazolyl)-Ph
346	4-Cl-Ph	3-(1-tetrazolyl)-Ph
347	4-Cl-Ph	3-(5-tetrazolyl)-Ph
348	4-Cl-Ph	3-(2-pyridyl)-Ph
349	4-Cl-Ph	3-(2-thienyl)-Ph
350	4-Cl-Ph	3-(2-furanyl)-Ph
351	4-Cl-Ph	4-CN-Ph
352	4-Cl-Ph	4-COCH <sub>3</sub> -Ph
353	4-Cl-Ph	4-CO <sub>2</sub> Me-Ph
354	4-Cl-Ph	4-CO <sub>2</sub> Et-Ph
355	4-Cl-Ph	4-CO <sub>2</sub> H-Ph
356	4-Cl-Ph	4-CONH <sub>2</sub> -Ph
357	4-Cl-Ph	4-CONHMe-Ph
358	4-Cl-Ph	4-CONHPh-Ph
359	4-Cl-Ph	4-NHCONH <sub>2</sub> -Ph
360	4-Cl-Ph	4-F-Ph
361	4-Cl-Ph	4-Cl-Ph
362	4-Cl-Ph	4-Br-Ph
363	4-Cl-Ph	4-NO <sub>2</sub> -Ph
364	4-Cl-Ph	4-NH <sub>2</sub> -Ph
365	4-Cl-Ph	4-NHMe-Ph
366	4-Cl-Ph	4-NMe <sub>2</sub> -Ph
367	4-Cl-Ph	4-NHCOCH <sub>3</sub> -Ph
368	4-Cl-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
369	4-Cl-Ph	4-SO <sub>2</sub> NHMe-Ph
370	4-Cl-Ph	4-CF <sub>3</sub> -Ph

371	4-Cl-Ph	4-OCH <sub>3</sub> -Ph
372	4-Cl-Ph	4-OPh-Ph
373	4-Cl-Ph	4-OCF <sub>3</sub> -Ph
374	4-Cl-Ph	4-SCH <sub>3</sub> -Ph
375	4-Cl-Ph	4-SOCH <sub>3</sub> -Ph
376	4-Cl-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
377	4-Cl-Ph	4-OH-Ph
378	4-Cl-Ph	4-CH <sub>2</sub> OH-Ph
379	4-Cl-Ph	4-CHOHCH <sub>3</sub> -Ph
380	4-Cl-Ph	4-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
381	4-Cl-Ph	4-CH <sub>3</sub> -Ph
382	4-Cl-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
383	4-Cl-Ph	4-iPr-Ph
384	4-Cl-Ph	4-tBu-Ph
385	4-Cl-Ph	4-Ph-Ph
386	4-Cl-Ph	4-CH <sub>2</sub> Ph-Ph
387	4-Cl-Ph	4-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
388	4-Cl-Ph	4-(1-piperidinyl)-Ph
389	4-Cl-Ph	4-(1-pyrrolidinyl)-Ph
390	4-Cl-Ph	4-(2-imidazolyl)-Ph
391	4-Cl-Ph	4-(1-imidazolyl)-Ph
392	4-Cl-Ph	4-(2-thiazolyl)-Ph
393	4-Cl-Ph	4-(3-pyrazolyl)-Ph
394	4-Cl-Ph	4-(1-pyrazolyl)-Ph
395	4-Cl-Ph	4-(1-tetrazolyl)-Ph
396	4-Cl-Ph	4-(5-tetrazolyl)-Ph
397	4-Cl-Ph	4-(2-pyridyl)-Ph
398	4-Cl-Ph	4-(2-thienyl)-Ph
399	4-Cl-Ph	4-(2-furanyl)-Ph
400	4-Cl-Ph	2-CN-Ph
401	4-Cl-Ph	2-COCH <sub>3</sub> -Ph

402	4-Cl-Ph	2-CO <sub>2</sub> Me-Ph
403	4-Cl-Ph	2-CO <sub>2</sub> Et-Ph
404	4-Cl-Ph	2-CO <sub>2</sub> H-Ph
405	4-Cl-Ph	2-CONH <sub>2</sub> -Ph
406	4-Cl-Ph	2-CONHMe-Ph
407	4-Cl-Ph	2-F-Ph
408	4-Cl-Ph	2-Cl-Ph
409	4-Cl-Ph	2-Br-Ph
410	4-Cl-Ph	2-NO <sub>2</sub> -Ph
411	4-Cl-Ph	2-NH <sub>2</sub> -Ph
412	4-Cl-Ph	2-NHMe-Ph
413	4-Cl-Ph	2-NMe <sub>2</sub> -Ph
414	4-Cl-Ph	2-NHCOCH <sub>3</sub> -Ph
415	4-Cl-Ph	2-SO <sub>2</sub> NH <sub>2</sub> -Ph
416	4-Cl-Ph	2-SO <sub>2</sub> NHMe-Ph
417	4-Cl-Ph	2-CF <sub>3</sub> -Ph
418	4-Cl-Ph	2-OCH <sub>3</sub> -Ph
419	4-Cl-Ph	2-OPh-Ph
420	4-Cl-Ph	2-OCF <sub>3</sub> -Ph
421	4-Cl-Ph	2-SCH <sub>3</sub> -Ph
422	4-Cl-Ph	2-SOCH <sub>3</sub> -Ph
423	4-Cl-Ph	2-SO <sub>2</sub> CH <sub>3</sub> -Ph
424	4-Cl-Ph	2-OH-Ph
425	4-Cl-Ph	2-CH <sub>2</sub> OH-Ph
426	4-Cl-Ph	2-CHOHCH <sub>3</sub> -Ph
427	4-Cl-Ph	2-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
428	4-Cl-Ph	2-CHOHPh-Ph
429	4-Cl-Ph	2-CH <sub>3</sub> -Ph
430	4-Cl-Ph	2-C <sub>2</sub> H <sub>5</sub> -Ph
431	4-Cl-Ph	2-iPr-Ph
432	4-Cl-Ph	2-tBu-Ph
433	4-Cl-Ph	2-Ph-Ph
434	4-Cl-Ph	2-CH <sub>2</sub> Ph-Ph

435	4-Cl-Ph	2-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
436	4-Cl-Ph	2-(1-piperidinyl)-Ph
437	4-Cl-Ph	2-(1-pyrrolidinyl)-Ph
438	4-Cl-Ph	2-(2-imidazolyl)-Ph
439	4-Cl-Ph	2-(1-imidazolyl)-Ph
440	4-Cl-Ph	2-(2-thiazolyl)-Ph
441	4-Cl-Ph	2-(3-pyrazolyl)-Ph
442	4-Cl-Ph	2-(1-pyrazolyl)-Ph
443	4-Cl-Ph	2-(1-tetrazolyl)-Ph
444	4-Cl-Ph	2-(5-tetrazolyl)-Ph
445	4-Cl-Ph	2-(2-pyridyl)-Ph
446	4-Cl-Ph	2-(2-thienyl)-Ph
447	4-Cl-Ph	2-(2-furanyl)-Ph
448	4-Cl-Ph	2,4-diF-Ph
449	4-Cl-Ph	2,5-diF-Ph
450	4-Cl-Ph	2,6-diF-Ph
451	4-Cl-Ph	3,4-diF-Ph
452	4-Cl-Ph	3,5-diF-Ph
453	4-Cl-Ph	2,4-diCl-Ph
454	4-Cl-Ph	2,5-diCl-Ph
455	4-Cl-Ph	2,6-diCl-Ph
456	4-Cl-Ph	3,4-diCl-Ph
457	4-Cl-Ph	3,5-diCl-Ph
458	4-Cl-Ph	3,4-diCF <sub>3</sub> -Ph
459	4-Cl-Ph	3,5-diCF <sub>3</sub> -Ph
460	4-Cl-Ph	5-Cl-2-MeO-Ph
461	4-Cl-Ph	5-Cl-2-Me-Ph
462	4-Cl-Ph	2-F-5-Me-Ph
463	4-Cl-Ph	2-F-5-NO <sub>2</sub> -Ph
464	4-Cl-Ph	3,4-OCH <sub>2</sub> O-Ph
465	4-Cl-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph

466	4-Cl-Ph	2-MeO-4-Me-Ph
467	4-Cl-Ph	2-MeO-5-Me-Ph
468	4-Cl-Ph	1-naphthyl
469	4-Cl-Ph	2-naphthyl
470	4-Cl-Ph	2-thienyl
471	4-Cl-Ph	3-thienyl
472	4-Cl-Ph	2-furanyl
473	4-Cl-Ph	3-furanyl
474	4-Cl-Ph	2-pyridyl
475	4-Cl-Ph	3-pyridyl
476	4-Cl-Ph	4-pyridyl
477	4-Cl-Ph	2-indolyl
478	4-Cl-Ph	3-indolyl
479	4-Cl-Ph	5-indolyl
480	4-Cl-Ph	6-indolyl
481	4-Cl-Ph	3-indazolyl
482	4-Cl-Ph	5-indazolyl
483	4-Cl-Ph	6-indazolyl
484	4-Cl-Ph	2-imidazolyl
485	4-Cl-Ph	3-pyrazolyl
486	4-Cl-Ph	2-thiazolyl
487	4-Cl-Ph	5-tetrazolyl
488	4-Cl-Ph	2-benzimidazolyl
489	4-Cl-Ph	5-benzimidazolyl
490	4-Cl-Ph	2-benzothiazolyl
491	4-Cl-Ph	5-benzothiazolyl
492	4-Cl-Ph	2-benzoxazolyl
493	4-Cl-Ph	5-benzoxazolyl
494	2-Cl-Ph	3-CN-Ph
495	2-Cl-Ph	3-COCH <sub>3</sub> -Ph
496	2-Cl-Ph	3-CO <sub>2</sub> Me-Ph
497	2-Cl-Ph	3-CO <sub>2</sub> Et-Ph
498	2-Cl-Ph	3-CO <sub>2</sub> H-Ph

499	2-Cl-Ph	3-CONH <sub>2</sub> -Ph
500	2-Cl-Ph	3-F-Ph
501	2-Cl-Ph	3-Cl-Ph
502	2-Cl-Ph	3-NH <sub>2</sub> -Ph
503	2-Cl-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
504	2-Cl-Ph	3-CF <sub>3</sub> -Ph
505	2-Cl-Ph	3-OCH <sub>3</sub> -Ph
506	2-Cl-Ph	3-OEt-Ph
507	2-Cl-Ph	3-OCF <sub>3</sub> -Ph
508	2-Cl-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
509	2-Cl-Ph	3-OH-Ph
510	2-Cl-Ph	3-CH <sub>3</sub> -Ph
511	2-Cl-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
512	2-Cl-Ph	4-CN-Ph
513	2-Cl-Ph	4-COCH <sub>3</sub> -Ph
514	2-Cl-Ph	4-CO <sub>2</sub> Me-Ph
515	2-Cl-Ph	4-CO <sub>2</sub> Et-Ph
516	2-Cl-Ph	4-CO <sub>2</sub> H-Ph
517	2-Cl-Ph	4-CONH <sub>2</sub> -Ph
518	2-Cl-Ph	4-F-Ph
519	2-Cl-Ph	4-Cl-Ph
520	2-Cl-Ph	4-NH <sub>2</sub> -Ph
521	2-Cl-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
522	2-Cl-Ph	4-CF <sub>3</sub> -Ph
523	2-Cl-Ph	4-OCH <sub>3</sub> -Ph
524	2-Cl-Ph	4-OEt-Ph
525	2-Cl-Ph	4-OCF <sub>3</sub> -Ph
526	2-Cl-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
527	2-Cl-Ph	4-OH-Ph
528	2-Cl-Ph	4-CH <sub>3</sub> -Ph
529	2-Cl-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
530	2-Cl-Ph	2,4-diF-Ph
531	2-Cl-Ph	2,5-diF-Ph

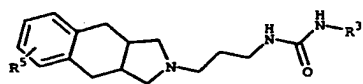
532	2-Cl-Ph	3,4-diF-Ph
533	2-Cl-Ph	3,5-diF-Ph
534	2-Cl-Ph	2,4-diCl-Ph
535	2-Cl-Ph	2,5-diCl-Ph
536	2-Cl-Ph	3,4-diCl-Ph
537	2-Cl-Ph	3,5-diCl-Ph
538	2-Cl-Ph	3,4-OCH <sub>2</sub> O-Ph
539	2-Cl-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
540	2-Cl-Ph	2-thienyl
541	2-Cl-Ph	2-furanyl
542	2-Cl-Ph	2-pyridyl
543	2-Cl-Ph	4-pyridyl
544	2-Cl-Ph	2-imidazolyl
545	2-Cl-Ph	3-pyrazolyl
546	2-Cl-Ph	2-thiazolyl
547	2-Cl-Ph	5-tetrazolyl
548	2,4-diCl-Ph	3-CN-Ph
549	2,4-diCl-Ph	3-COCH <sub>3</sub> -Ph
550	2,4-diCl-Ph	3-CO <sub>2</sub> Me-Ph
551	2,4-diCl-Ph	3-CO <sub>2</sub> Et-Ph
552	2,4-diCl-Ph	3-CO <sub>2</sub> H-Ph
553	2,4-diCl-Ph	3-CONH <sub>2</sub> -Ph
554	2,4-diCl-Ph	3-F-Ph
555	2,4-diCl-Ph	3-Cl-Ph
556	2,4-diCl-Ph	3-NH <sub>2</sub> -Ph
557	2,4-diCl-Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
558	2,4-diCl-Ph	3-CF <sub>3</sub> -Ph
559	2,4-diCl-Ph	3-OCH <sub>3</sub> -Ph
560	2,4-diCl-Ph	3-OEt-Ph
561	2,4-diCl-Ph	3-OCF <sub>3</sub> -Ph
562	2,4-diCl-Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
563	2,4-diCl-Ph	3-OH-Ph
564	2,4-diCl-Ph	3-CH <sub>3</sub> -Ph

565	2,4-diCl-Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
566	2,4-diCl-Ph	4-CN-Ph
567	2,4-diCl-Ph	4-COCH <sub>3</sub> -Ph
568	2,4-diCl-Ph	4-CO <sub>2</sub> Me-Ph
569	2,4-diCl-Ph	4-CO <sub>2</sub> Et-Ph
570	2,4-diCl-Ph	4-CO <sub>2</sub> H-Ph
571	2,4-diCl-Ph	4-CONH <sub>2</sub> -Ph
572	2,4-diCl-Ph	4-F-Ph
573	2,4-diCl-Ph	4-Cl-Ph
574	2,4-diCl-Ph	4-NH <sub>2</sub> -Ph
575	2,4-diCl-Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
576	2,4-diCl-Ph	4-CF <sub>3</sub> -Ph
577	2,4-diCl-Ph	4-OCH <sub>3</sub> -Ph
578	2,4-diCl-Ph	4-OEt-Ph
579	2,4-diCl-Ph	4-OCF <sub>3</sub> -Ph
580	2,4-diCl-Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
581	2,4-diCl-Ph	4-OH-Ph
582	2,4-diCl-Ph	4-CH <sub>3</sub> -Ph
583	2,4-diCl-Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
584	2,4-diCl-Ph	2,4-diF-Ph
585	2,4-diCl-Ph	2,5-diF-Ph
586	2,4-diCl-Ph	3,4-diF-Ph
587	2,4-diCl-Ph	3,5-diF-Ph
588	2,4-diCl-Ph	2,4-diCl-Ph
589	2,4-diCl-Ph	2,5-diCl-Ph
590	2,4-diCl-Ph	3,4-diCl-Ph
591	2,4-diCl-Ph	3,5-diCl-Ph
592	2,4-diCl-Ph	3,4-OCH <sub>2</sub> O-Ph
593	2,4-diCl-Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
594	2,4-diCl-Ph	2-thienyl
595	2,4-diCl-Ph	2-furanyl
596	2,4-diCl-Ph	2-pyridyl
597	2,4-diCl-Ph	4-pyridyl

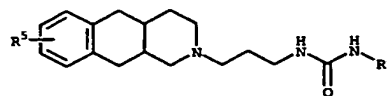
598	2,4-diCl-Ph	2-imidazolyl
599	2,4-diCl-Ph	3-pyrazolyl
600	2,4-diCl-Ph	2-thiazolyl
601	2,4-diCl-Ph	5-tetrazolyl
602	3-OCH <sub>3</sub> -Ph	3-CN-Ph
603	3-OCH <sub>3</sub> -Ph	3-COCH <sub>3</sub> -Ph
604	3-OCH <sub>3</sub> -Ph	3-CO <sub>2</sub> Me-Ph
605	3-OCH <sub>3</sub> -Ph	3-CO <sub>2</sub> Et-Ph
606	3-OCH <sub>3</sub> -Ph	3-CO <sub>2</sub> H-Ph
607	3-OCH <sub>3</sub> -Ph	3-CONH <sub>2</sub> -Ph
608	3-OCH <sub>3</sub> -Ph	3-F-Ph
609	3-OCH <sub>3</sub> -Ph	3-Cl-Ph
610	3-OCH <sub>3</sub> -Ph	3-NH <sub>2</sub> -Ph
611	3-OCH <sub>3</sub> -Ph	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
612	3-OCH <sub>3</sub> -Ph	3-CF <sub>3</sub> -Ph
613	3-OCH <sub>3</sub> -Ph	3-OCH <sub>3</sub> -Ph
614	3-OCH <sub>3</sub> -Ph	3-OEt-Ph
615	3-OCH <sub>3</sub> -Ph	3-OCF <sub>3</sub> -Ph
616	3-OCH <sub>3</sub> -Ph	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
617	3-OCH <sub>3</sub> -Ph	3-OH-Ph
618	3-OCH <sub>3</sub> -Ph	3-CH <sub>3</sub> -Ph
619	3-OCH <sub>3</sub> -Ph	3-C <sub>2</sub> H <sub>5</sub> -Ph
620	3-OCH <sub>3</sub> -Ph	4-CN-Ph
621	3-OCH <sub>3</sub> -Ph	4-COCH <sub>3</sub> -Ph
622	3-OCH <sub>3</sub> -Ph	4-CO <sub>2</sub> Me-Ph
623	3-OCH <sub>3</sub> -Ph	4-CO <sub>2</sub> Et-Ph
624	3-OCH <sub>3</sub> -Ph	4-CO <sub>2</sub> H-Ph
625	3-OCH <sub>3</sub> -Ph	4-CONH <sub>2</sub> -Ph
626	3-OCH <sub>3</sub> -Ph	4-F-Ph
627	3-OCH <sub>3</sub> -Ph	4-Cl-Ph
628	3-OCH <sub>3</sub> -Ph	4-NH <sub>2</sub> -Ph
629	3-OCH <sub>3</sub> -Ph	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
630	3-OCH <sub>3</sub> -Ph	4-CF <sub>3</sub> -Ph

631	3-OCH <sub>3</sub> -Ph	4-OCH <sub>3</sub> -Ph
632	3-OCH <sub>3</sub> -Ph	4-OEt-Ph
633	3-OCH <sub>3</sub> -Ph	4-OCF <sub>3</sub> -Ph
634	3-OCH <sub>3</sub> -Ph	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
635	3-OCH <sub>3</sub> -Ph	4-OH-Ph
636	3-OCH <sub>3</sub> -Ph	4-CH <sub>3</sub> -Ph
637	3-OCH <sub>3</sub> -Ph	4-C <sub>2</sub> H <sub>5</sub> -Ph
638	3-OCH <sub>3</sub> -Ph	2,4-diF-Ph
639	3-OCH <sub>3</sub> -Ph	2,5-diF-Ph
640	3-OCH <sub>3</sub> -Ph	3,4-diF-Ph
641	3-OCH <sub>3</sub> -Ph	3,5-diF-Ph
642	3-OCH <sub>3</sub> -Ph	2,4-diCl-Ph
643	3-OCH <sub>3</sub> -Ph	2,5-diCl-Ph
644	3-OCH <sub>3</sub> -Ph	3,4-diCl-Ph
645	3-OCH <sub>3</sub> -Ph	3,5-diCl-Ph
646	3-OCH <sub>3</sub> -Ph	3,4-OCH <sub>2</sub> O-Ph
647	3-OCH <sub>3</sub> -Ph	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
648	3-OCH <sub>3</sub> -Ph	2-thienyl
649	3-OCH <sub>3</sub> -Ph	2-furanyl
650	3-OCH <sub>3</sub> -Ph	2-pyridyl
651	3-OCH <sub>3</sub> -Ph	4-pyridyl
652	3-OCH <sub>3</sub> -Ph	2-imidazolyl
653	3-OCH <sub>3</sub> -Ph	3-pyrazolyl
654	3-OCH <sub>3</sub> -Ph	2-thiazolyl
655	3-OCH <sub>3</sub> -Ph	5-tetrazolyl

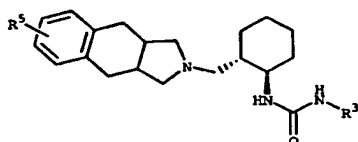
Table 2.



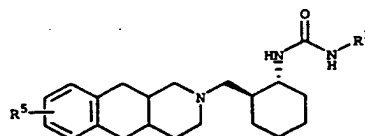
a



b



c



d

5

ENTRY	R5	R3
1	6-F	Ph
2	6-F	3-CN-Ph
3	6-F	3-COCH3-Ph
4	6-F	3-CO2Me-Ph
5	6-F	3-CO2Et-Ph
6	6-F	3-CO2H-Ph
7	6-F	3-CONH2-Ph
8	6-F	3-CONHMe-Ph
9	6-F	3-F-Ph
10	6-F	3-Cl-Ph
11	6-F	3-Br-Ph
12	6-F	3-NO2-Ph
13	6-F	3-NH2-Ph
14	6-F	3-NHMe-Ph
15	6-F	3-NMe2-Ph
16	6-F	3-NHCOCH3-Ph
17	6-F	3-SO2NH2-Ph
18	6-F	3-SO2NHMe-Ph
19	6-F	3-CF3-Ph

20	6-F	3-OCH <sub>3</sub> -Ph
21	6-F	3-OPh-Ph
22	6-F	3-OCF <sub>3</sub> -Ph
23	6-F	3-SCH <sub>3</sub> -Ph
24	6-F	3-SOCH <sub>3</sub> -Ph
25	6-F	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
26	6-F	3-OH-Ph
27	6-F	3-CH <sub>2</sub> OH-Ph
28	6-F	3-CHOHCH <sub>3</sub> -Ph
29	6-F	3-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
30	6-F	3-CHOHPh-Ph
31	6-F	3-CH <sub>3</sub> -Ph
32	6-F	3-C <sub>2</sub> H <sub>5</sub> -Ph
33	6-F	3-iPr-Ph
34	6-F	3-tBu-Ph
35	6-F	3-Ph-Ph
36	6-F	3-CH <sub>2</sub> Ph-Ph
37	6-F	3-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
38	6-F	3-(1-piperidinyl)- Ph
39	6-F	3-(1-pyrrolidinyl)- Ph
40	6-F	3-(2-imidazolyl)-Ph
41	6-F	3-(1-imidazolyl)-Ph
42	6-F	3-(2-thiazolyl)-Ph
43	6-F	3-(3-pyrazolyl)-Ph
44	6-F	3-(1-pyrazolyl)-Ph
45	6-F	3-(1-tetrazolyl)-Ph
46	6-F	3-(5-tetrazolyl)-Ph
47	6-F	3-(2-pyridyl)-Ph
48	6-F	3-(2-thienyl)-Ph
49	6-F	3-(2-furanyl)-Ph
50	6-F	4-CN-Ph

51	6-F	4-COCH <sub>3</sub> -Ph
52	6-F	4-CO <sub>2</sub> Me-Ph
53	6-F	4-CO <sub>2</sub> Et-Ph
54	6-F	4-CO <sub>2</sub> H-Ph
55	6-F	4-CONH <sub>2</sub> -Ph
56	6-F	4-CONHMe-Ph
57	6-F	4-CONHPh-Ph
58	6-F	4-NHCONH <sub>2</sub> -Ph
59	6-F	6-F
60	6-F	4-Cl-Ph
61	6-F	4-Br-Ph
62	6-F	4-NO <sub>2</sub> -Ph
63	6-F	4-NH <sub>2</sub> -Ph
64	6-F	4-NHMe-Ph
65	6-F	4-NMe <sub>2</sub> -Ph
66	6-F	4-NHCOCH <sub>3</sub> -Ph
67	6-F	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
68	6-F	4-SO <sub>2</sub> NHMe-Ph
69	6-F	4-CF <sub>3</sub> -Ph
70	6-F	4-OCH <sub>3</sub> -Ph
71	6-F	4-OPh-Ph
72	6-F	4-OCF <sub>3</sub> -Ph
73	6-F	4-SCH <sub>3</sub> -Ph
74	6-F	4-SOCH <sub>3</sub> -Ph
75	6-F	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
76	6-F	4-OH-Ph
77	6-F	4-CH <sub>2</sub> OH-Ph
78	6-F	4-CHOHCH <sub>3</sub> -Ph
79	6-F	4-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
80	6-F	4-CH <sub>3</sub> -Ph
81	6-F	4-C <sub>2</sub> H <sub>5</sub> -Ph
82	6-F	4-iPr-Ph
83	6-F	4-tBu-Ph

84	6-F	4-Ph-Ph
85	6-F	4-CH <sub>2</sub> Ph-Ph
86	6-F	4-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
87	6-F	4-(1-piperidinyl)-Ph
88	6-F	4-(1-pyrrolidinyl)-Ph
89	6-F	4-(2-imidazolyl)-Ph
90	6-F	4-(1-imidazolyl)-Ph
91	6-F	4-(2-thiazolyl)-Ph
92	6-F	4-(3-pyrazolyl)-Ph
93	6-F	4-(1-pyrazolyl)-Ph
94	6-F	4-(1-tetrazolyl)-Ph
95	6-F	4-(5-tetrazolyl)-Ph
96	6-F	4-(2-pyridyl)-Ph
97	6-F	4-(2-thienyl)-Ph
98	6-F	4-(2-furanyl)-Ph
99	6-F	2-CN-Ph
100	6-F	2-COCH <sub>3</sub> -Ph
101	6-F	2-CO <sub>2</sub> Me-Ph
102	6-F	2-CO <sub>2</sub> Et-Ph
103	6-F	2-CO <sub>2</sub> H-Ph
104	6-F	2-CONH <sub>2</sub> -Ph
105	6-F	2-CONHMe-Ph
106	6-F	2-F-Ph
107	6-F	2-Cl-Ph
108	6-F	2-Br-Ph
109	6-F	2-NO <sub>2</sub> -Ph
110	6-F	2-NH <sub>2</sub> -Ph
111	6-F	2-NHMe-Ph
112	6-F	2-NMe <sub>2</sub> -Ph
113	6-F	2-NHCOCH <sub>3</sub> -Ph
114	6-F	2-SO <sub>2</sub> NH <sub>2</sub> -Ph

115	6-F	2-SO <sub>2</sub> NHMe-Ph
116	6-F	2-CF <sub>3</sub> -Ph
117	6-F	2-OCH <sub>3</sub> -Ph
118	6-F	2-OPh-Ph
119	6-F	2-OCF <sub>3</sub> -Ph
120	6-F	2-SCH <sub>3</sub> -Ph
121	6-F	2-SOCH <sub>3</sub> -Ph
122	6-F	2-SO <sub>2</sub> CH <sub>3</sub> -Ph
123	6-F	2-OH-Ph
124	6-F	2-CH <sub>2</sub> OH-Ph
125	6-F	2-CHOHCH <sub>3</sub> -Ph
126	6-F	2-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
127	6-F	2-CHOHPh-Ph
128	6-F	2-CH <sub>3</sub> -Ph
129	6-F	2-C <sub>2</sub> H <sub>5</sub> -Ph
130	6-F	2-iPr-Ph
131	6-F	2-tBu-Ph
132	6-F	2-Ph-Ph
133	6-F	2-CH <sub>2</sub> Ph-Ph
134	6-F	2-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
135	6-F	2-(1-piperidinyl)- Ph
136	6-F	2-(1-pyrrolidinyl)- Ph
137	6-F	2-(2-imidazolyl)-Ph
138	6-F	2-(1-imidazolyl)-Ph
139	6-F	2-(2-thiazolyl)-Ph
140	6-F	2-(3-pyrazolyl)-Ph
141	6-F	2-(1-pyrazolyl)-Ph
142	6-F	2-(1-tetrazolyl)-Ph
143	6-F	2-(5-tetrazolyl)-Ph
144	6-F	2-(2-pyridyl)-Ph
145	6-F	2-(2-thienyl)-Ph

146	6-F	2-(2-furanyl)-Ph
147	6-F	2,4-diF-Ph
148	6-F	2,5-diF-Ph
149	6-F	2,6-diF-Ph
150	6-F	3,4-diF-Ph
151	6-F	3,5-diF-Ph
152	6-F	2,4-diCl-Ph
153	6-F	2,5-diCl-Ph
154	6-F	2,6-diCl-Ph
155	6-F	3,4-diCl-Ph
156	6-F	3,5-diCl-Ph
157	6-F	3,4-diCF <sub>3</sub> -Ph
158	6-F	3,5-diCF <sub>3</sub> -Ph
159	6-F	5-Cl-2-MeO-Ph
160	6-F	5-Cl-2-Me-Ph
161	6-F	2-F-5-Me-Ph
162	6-F	2-F-5-NO <sub>2</sub> -Ph
163	6-F	3,4-OCH <sub>2</sub> O-Ph
164	6-F	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
165	6-F	2-MeO-4-Me-Ph
166	6-F	2-MeO-5-Me-Ph
167	6-F	1-naphthyl
168	6-F	2-naphthyl
169	6-F	2-thienyl
170	6-F	3-thienyl
171	6-F	2-furanyl
172	6-F	3-furanyl
173	6-F	2-pyridyl
174	6-F	3-pyridyl
175	6-F	4-pyridyl
176	6-F	2-indolyl
177	6-F	3-indolyl
178	6-F	5-indolyl

179	6-F	6-indolyl
180	6-F	3-indazolyl
181	6-F	5-indazolyl
182	6-F	6-indazolyl
183	6-F	2-imidazolyl
184	6-F	3-pyrazolyl
185	6-F	2-thiazolyl
186	6-F	5-tetrazolyl
187	6-F	2-benzimidazolyl
188	6-F	5-benzimidazolyl
189	6-F	2-benzothiazolyl
190	6-F	5-benzothiazolyl
191	6-F	2-benzoxazolyl
192	6-F	5-benzoxazolyl
193	7-F	3-CN-Ph
194	7-F	3-COCH <sub>3</sub> -Ph
195	7-F	3-CO <sub>2</sub> Me-Ph
196	7-F	3-CO <sub>2</sub> Et-Ph
197	7-F	3-CO <sub>2</sub> H-Ph
198	7-F	3-CONH <sub>2</sub> -Ph
199	7-F	3-F-Ph
200	7-F	3-Cl-Ph
201	7-F	3-NH <sub>2</sub> -Ph
202	7-F	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
203	7-F	3-CF <sub>3</sub> -Ph
204	7-F	3-OCH <sub>3</sub> -Ph
205	7-F	3-OEt-Ph
206	7-F	3-OCF <sub>3</sub> -Ph
207	7-F	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
208	7-F	3-OH-Ph
209	7-F	3-CH <sub>3</sub> -Ph
210	7-F	3-C <sub>2</sub> H <sub>5</sub> -Ph
211	7-F	4-CN-Ph

212	7-F	4-COCH <sub>3</sub> -Ph
213	7-F	4-CO <sub>2</sub> Me-Ph
214	7-F	4-CO <sub>2</sub> Et-Ph
215	7-F	4-CO <sub>2</sub> H-Ph
216	7-F	4-CONH <sub>2</sub> -Ph
217	7-F	4-F-Ph
218	7-F	4-Cl-Ph
219	7-F	4-NH <sub>2</sub> -Ph
220	7-F	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
221	7-F	4-CF <sub>3</sub> -Ph
222	7-F	4-OCH <sub>3</sub> -Ph
223	7-F	4-OEt-Ph
224	7-F	4-OCF <sub>3</sub> -Ph
225	7-F	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
226	7-F	4-OH-Ph
227	7-F	4-CH <sub>3</sub> -Ph
228	7-F	4-C <sub>2</sub> H <sub>5</sub> -Ph
229	7-F	2,4-diF-Ph
230	7-F	2,5-diF-Ph
231	7-F	3,4-diF-Ph
232	7-F	3,5-diF-Ph
233	7-F	2,4-diCl-Ph
234	7-F	2,5-diCl-Ph
235	7-F	3,4-diCl-Ph
236	7-F	3,5-diCl-Ph
237	7-F	3,4-OCH <sub>2</sub> O-Ph
238	7-F	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
239	7-F	2-thienyl
240	7-F	2-furanyl
241	7-F	2-pyridyl
242	7-F	4-pyridyl
243	7-F	2-imidazolyl
244	7-F	3-pyrazolyl

245	7-F	2-thiazolyl
246	7-F	5-tetrazolyl
247	7-F	1-adamantyl
248	6,7-diF	3-CN-Ph
249	6,7-diF	3-COCH <sub>3</sub> -Ph
250	6,7-diF	3-CO <sub>2</sub> Me-Ph
251	6,7-diF	3-CO <sub>2</sub> Et-Ph
252	6,7-diF	3-CO <sub>2</sub> H-Ph
253	6,7-diF	3-CONH <sub>2</sub> -Ph
254	6,7-diF	3-F-Ph
255	6,7-diF	3-Cl-Ph
256	6,7-diF	3-NH <sub>2</sub> -Ph
257	6,7-diF	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
258	6,7-diF	3-CF <sub>3</sub> -Ph
259	6,7-diF	3-OCH <sub>3</sub> -Ph
260	6,7-diF	3-OEt-Ph
261	6,7-diF	3-OCF <sub>3</sub> -Ph
262	6,7-diF	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
263	6,7-diF	3-OH-Ph
264	6,7-diF	3-CH <sub>3</sub> -Ph
265	6,7-diF	3-C <sub>2</sub> H <sub>5</sub> -Ph
266	6,7-diF	4-CN-Ph
267	6,7-diF	4-COCH <sub>3</sub> -Ph
268	6,7-diF	4-CO <sub>2</sub> Me-Ph
269	6,7-diF	4-CO <sub>2</sub> Et-Ph
270	6,7-diF	4-CO <sub>2</sub> H-Ph
271	6,7-diF	4-CONH <sub>2</sub> -Ph
272	6,7-diF	4-F-Ph
273	6,7-diF	4-Cl-Ph
274	6,7-diF	4-NH <sub>2</sub> -Ph
275	6,7-diF	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
276	6,7-diF	4-CF <sub>3</sub> -Ph
277	6,7-diF	4-OCH <sub>3</sub> -Ph

278	6,7-diF	4-OEt-Ph
279	6,7-diF	4-OCF <sub>3</sub> -Ph
280	6,7-diF	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
281	6,7-diF	4-OH-Ph
282	6,7-diF	4-CH <sub>3</sub> -Ph
283	6,7-diF	4-C <sub>2</sub> H <sub>5</sub> -Ph
284	6,7-diF	6,7-diF
285	6,7-diF	2,5-diF-Ph
286	6,7-diF	3,4-diF-Ph
287	6,7-diF	3,5-diF-Ph
288	6,7-diF	2,4-diCl-Ph
289	6,7-diF	2,5-diCl-Ph
290	6,7-diF	3,4-diCl-Ph
291	6,7-diF	3,5-diCl-Ph
292	6,7-diF	3,4-OCH <sub>2</sub> O-Ph
293	6,7-diF	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
294	6,7-diF	2-thienyl
295	6,7-diF	2-furanyl
296	6,7-diF	2-pyridyl
297	6,7-diF	4-pyridyl
298	6,7-diF	2-imidazolyl
299	6,7-diF	3-pyrazolyl
300	6,7-diF	2-thiazolyl
301	6,7-diF	5-tetrazolyl
302	6-Cl	Ph
303	6-Cl	3-CN-Ph
304	6-Cl	3-COCH <sub>3</sub> -Ph
305	6-Cl	3-CO <sub>2</sub> Me-Ph
306	6-Cl	3-CO <sub>2</sub> Et-Ph
307	6-Cl	3-CO <sub>2</sub> H-Ph
308	6-Cl	3-CONH <sub>2</sub> -Ph
309	6-Cl	3-CONHMe-Ph
310	6-Cl	3-F-Ph

311	6-Cl	3-Cl-Ph
312	6-Cl	3-Br-Ph
313	6-Cl	3-NO <sub>2</sub> -Ph
314	6-Cl	3-NH <sub>2</sub> -Ph
315	6-Cl	3-NHMe-Ph
316	6-Cl	3-NMe <sub>2</sub> -Ph
317	6-Cl	3-NHCOCH <sub>3</sub> -Ph
318	6-Cl	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
319	6-Cl	3-SO <sub>2</sub> NHMe-Ph
320	6-Cl	3-CF <sub>3</sub> -Ph
321	6-Cl	3-OCH <sub>3</sub> -Ph
322	6-Cl	3-OPh-Ph
323	6-Cl	3-OCF <sub>3</sub> -Ph
324	6-Cl	3-SCH <sub>3</sub> -Ph
325	6-Cl	3-SOCH <sub>3</sub> -Ph
326	6-Cl	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
327	6-Cl	3-OH-Ph
328	6-Cl	3-CH <sub>2</sub> OH-Ph
329	6-Cl	3-CHOHCH <sub>3</sub> -Ph
330	6-Cl	3-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
331	6-Cl	3-CHOHPh-Ph
332	6-Cl	3-CH <sub>3</sub> -Ph
333	6-Cl	3-C <sub>2</sub> H <sub>5</sub> -Ph
334	6-Cl	3-iPr-Ph
335	6-Cl	3-tBu-Ph
336	6-Cl	3-Ph-Ph
337	6-Cl	3-CH <sub>2</sub> Ph-Ph
338	6-Cl	3-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
339	6-Cl	3-(1-piperidinyl)- Ph
340	6-Cl	3-(1-pyrrolidinyl)- Ph
341	6-Cl	3-(2-imidazolyl)-Ph

342	6-Cl	3-(1-imidazolyl)-Ph
343	6-Cl	3-(2-thiazolyl)-Ph
344	6-Cl	3-(3-pyrazolyl)-Ph
345	6-Cl	3-(1-pyrazolyl)-Ph
346	6-Cl	3-(1-tetrazolyl)-Ph
347	6-Cl	3-(5-tetrazolyl)-Ph
348	6-Cl	3-(2-pyridyl)-Ph
349	6-Cl	3-(2-thienyl)-Ph
350	6-Cl	3-(2-furanyl)-Ph
351	6-Cl	4-CN-Ph
352	6-Cl	4-COCH <sub>3</sub> -Ph
353	6-Cl	4-CO <sub>2</sub> Me-Ph
354	6-Cl	4-CO <sub>2</sub> Et-Ph
355	6-Cl	4-CO <sub>2</sub> H-Ph
356	6-Cl	4-CONH <sub>2</sub> -Ph
357	6-Cl	4-CONHMe-Ph
358	6-Cl	4-CONHPh-Ph
359	6-Cl	4-NHCONH <sub>2</sub> -Ph
360	6-Cl	4-F-Ph
361	6-Cl	4-Cl-Ph
362	6-Cl	4-Br-Ph
363	6-Cl	4-NO <sub>2</sub> -Ph
364	6-Cl	4-NH <sub>2</sub> -Ph
365	6-Cl	4-NHMe-Ph
366	6-Cl	4-NMe <sub>2</sub> -Ph
367	6-Cl	4-NHCOCH <sub>3</sub> -Ph
368	6-Cl	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
369	6-Cl	4-SO <sub>2</sub> NHMe-Ph
370	6-Cl	4-CF <sub>3</sub> -Ph
371	6-Cl	4-OCH <sub>3</sub> -Ph
372	6-Cl	4-OPh-Ph
373	6-Cl	4-OCF <sub>3</sub> -Ph
374	6-Cl	4-SCH <sub>3</sub> -Ph

375	6-Cl	4-SOCH <sub>3</sub> -Ph
376	6-Cl	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
377	6-Cl	4-OH-Ph
378	6-Cl	4-CH <sub>2</sub> OH-Ph
379	6-Cl	4-CHOHCH <sub>3</sub> -Ph
380	6-Cl	4-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
381	6-Cl	4-CH <sub>3</sub> -Ph
382	6-Cl	4-C <sub>2</sub> H <sub>5</sub> -Ph
383	6-Cl	4-iPr-Ph
384	6-Cl	4-tBu-Ph
385	6-Cl	4-Ph-Ph
386	6-Cl	4-CH <sub>2</sub> Ph-Ph
387	6-Cl	4-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
388	6-Cl	4-(1-piperidinyl)-Ph
389	6-Cl	4-(1-pyrrolidinyl)-Ph
390	6-Cl	4-(2-imidazolyl)-Ph
391	6-Cl	4-(1-imidazolyl)-Ph
392	6-Cl	4-(2-thiazolyl)-Ph
393	6-Cl	4-(3-pyrazolyl)-Ph
394	6-Cl	4-(1-pyrazolyl)-Ph
395	6-Cl	4-(1-tetrazolyl)-Ph
396	6-Cl	4-(5-tetrazolyl)-Ph
397	6-Cl	4-(2-pyridyl)-Ph
398	6-Cl	4-(2-thienyl)-Ph
399	6-Cl	4-(2-furanyl)-Ph
400	6-Cl	2-CN-Ph
401	6-Cl	2-COCH <sub>3</sub> -Ph
402	6-Cl	2-CO <sub>2</sub> Me-Ph
403	6-Cl	2-CO <sub>2</sub> Et-Ph
404	6-Cl	2-CO <sub>2</sub> H-Ph
405	6-Cl	2-CONH <sub>2</sub> -Ph

406	6-Cl	2-CONHMe-Ph
407	6-Cl	2-F-Ph
408	6-Cl	2-Cl-Ph
409	6-Cl	2-Br-Ph
410	6-Cl	2-NO <sub>2</sub> -Ph
411	6-Cl	2-NH <sub>2</sub> -Ph
412	6-Cl	2-NHMe-Ph
413	6-Cl	2-NMe <sub>2</sub> -Ph
414	6-Cl	2-NHCOCH <sub>3</sub> -Ph
415	6-Cl	2-SO <sub>2</sub> NH <sub>2</sub> -Ph
416	6-Cl	2-SO <sub>2</sub> NHMe-Ph
417	6-Cl	2-CF <sub>3</sub> -Ph
418	6-Cl	2-OCH <sub>3</sub> -Ph
419	6-Cl	2-OPh-Ph
420	6-Cl	2-OCF <sub>3</sub> -Ph
421	6-Cl	2-SCH <sub>3</sub> -Ph
422	6-Cl	2-SOCH <sub>3</sub> -Ph
423	6-Cl	2-SO <sub>2</sub> CH <sub>3</sub> -Ph
424	6-Cl	2-OH-Ph
425	6-Cl	2-CH <sub>2</sub> OH-Ph
426	6-Cl	2-CHOHCH <sub>3</sub> -Ph
427	6-Cl	2-COH(CH <sub>3</sub> ) <sub>2</sub> -Ph
428	6-Cl	2-CHOHPh-Ph
429	6-Cl	2-CH <sub>3</sub> -Ph
430	6-Cl	2-C <sub>2</sub> H <sub>5</sub> -Ph
431	6-Cl	2-iPr-Ph
432	6-Cl	2-tBu-Ph
433	6-Cl	2-Ph-Ph
434	6-Cl	2-CH <sub>2</sub> Ph-Ph
435	6-Cl	2-CH <sub>2</sub> CO <sub>2</sub> Me-Ph
436	6-Cl	2-(1-piperidinyl)- Ph
437	6-Cl	2-(1-pyrrolidinyl)-

		Ph
438	6-Cl	2-(2-imidazolyl)-Ph
439	6-Cl	2-(1-imidazolyl)-Ph
440	6-Cl	2-(2-thiazolyl)-Ph
441	6-Cl	2-(3-pyrazolyl)-Ph
442	6-Cl	2-(1-pyrazolyl)-Ph
443	6-Cl	2-(1-tetrazolyl)-Ph
444	6-Cl	2-(5-tetrazolyl)-Ph
445	6-Cl	2-(2-pyridyl)-Ph
446	6-Cl	2-(2-thienyl)-Ph
447	6-Cl	2-(2-furanyl)-Ph
448	6-Cl	6,7-diF
449	6-Cl	2,5-diF-Ph
450	6-Cl	2,6-diF-Ph
451	6-Cl	3,4-diF-Ph
452	6-Cl	3,5-diF-Ph
453	6-Cl	2,4-diCl-Ph
454	6-Cl	2,5-diCl-Ph
455	6-Cl	2,6-diCl-Ph
456	6-Cl	3,4-diCl-Ph
457	6-Cl	3,5-diCl-Ph
458	6-Cl	3,4-diCF <sub>3</sub> -Ph
459	6-Cl	3,5-diCF <sub>3</sub> -Ph
460	6-Cl	5-Cl-2-MeO-Ph
461	6-Cl	5-Cl-2-Me-Ph
462	6-Cl	2-F-5-Me-Ph
463	6-Cl	2-F-5-NO <sub>2</sub> -Ph
464	6-Cl	3,4-OCH <sub>2</sub> O-Ph
465	6-Cl	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
466	6-Cl	2-MeO-4-Me-Ph
467	6-Cl	2-MeO-5-Me-Ph
468	6-Cl	1-naphthyl
469	6-Cl	2-naphthyl

470	6-Cl	2-thienyl
471	6-Cl	3-thienyl
472	6-Cl	2-furanyl
473	6-Cl	3-furanyl
474	6-Cl	2-pyridyl
475	6-Cl	3-pyridyl
476	6-Cl	4-pyridyl
477	6-Cl	2-indolyl
478	6-Cl	3-indolyl
479	6-Cl	5-indolyl
480	6-Cl	6-indolyl
481	6-Cl	3-indazolyl
482	6-Cl	5-indazolyl
483	6-Cl	6-indazolyl
484	6-Cl	2-imidazolyl
485	6-Cl	3-pyrazolyl
486	6-Cl	2-thiazolyl
487	6-Cl	5-tetrazolyl
488	6-Cl	2-benzimidazolyl
489	6-Cl	5-benzimidazolyl
490	6-Cl	2-benzothiazolyl
491	6-Cl	5-benzothiazolyl
492	6-Cl	2-benzoxazolyl
493	6-Cl	5-benzoxazolyl
494	7-Cl	3-CN-Ph
495	7-Cl	3-COCH <sub>3</sub> -Ph
496	7-Cl	3-CO <sub>2</sub> Me-Ph
497	7-Cl	3-CO <sub>2</sub> Et-Ph
498	7-Cl	3-CO <sub>2</sub> H-Ph
499	7-Cl	3-CONH <sub>2</sub> -Ph
500	7-Cl	3-F-Ph
501	7-Cl	3-Cl-Ph
502	7-Cl	3-NH <sub>2</sub> -Ph

503	7-Cl	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
504	7-Cl	3-CF <sub>3</sub> -Ph
505	7-Cl	3-OCH <sub>3</sub> -Ph
506	7-Cl	3-OEt-Ph
507	7-Cl	3-OCF <sub>3</sub> -Ph
508	7-Cl	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
509	7-Cl	3-OH-Ph
510	7-Cl	3-CH <sub>3</sub> -Ph
511	7-Cl	3-C <sub>2</sub> H <sub>5</sub> -Ph
512	7-Cl	4-CN-Ph
513	7-Cl	4-COCH <sub>3</sub> -Ph
514	7-Cl	4-CO <sub>2</sub> Me-Ph
515	7-Cl	4-CO <sub>2</sub> Et-Ph
516	7-Cl	4-CO <sub>2</sub> H-Ph
517	7-Cl	4-CONH <sub>2</sub> -Ph
518	7-Cl	4-F-Ph
519	7-Cl	4-Cl-Ph
520	7-Cl	4-NH <sub>2</sub> -Ph
521	7-Cl	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
522	7-Cl	4-CF <sub>3</sub> -Ph
523	7-Cl	4-OCH <sub>3</sub> -Ph
524	7-Cl	4-OEt-Ph
525	7-Cl	4-OCF <sub>3</sub> -Ph
526	7-Cl	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
527	7-Cl	4-OH-Ph
528	7-Cl	4-CH <sub>3</sub> -Ph
529	7-Cl	4-C <sub>2</sub> H <sub>5</sub> -Ph
530	7-Cl	6,7-diF
531	7-Cl	2,5-diF-Ph
532	7-Cl	3,4-diF-Ph
533	7-Cl	3,5-diF-Ph
534	7-Cl	2,4-diCl-Ph
535	7-Cl	2,5-diCl-Ph

536	7-Cl	3,4-diCl-Ph
537	7-Cl	3,5-diCl-Ph
538	7-Cl	3,4-OCH <sub>2</sub> O-Ph
539	7-Cl	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
540	7-Cl	2-thienyl
541	7-Cl	2-furanyl
542	7-Cl	2-pyridyl
543	7-Cl	4-pyridyl
544	7-Cl	2-imidazolyl
545	7-Cl	3-pyrazolyl
546	7-Cl	2-thiazolyl
547	7-Cl	5-tetrazolyl
548	6,7-diCl	3-CN-Ph
549	6,7-diCl	3-COCH <sub>3</sub> -Ph
550	6,7-diCl	3-CO <sub>2</sub> Me-Ph
551	6,7-diCl	3-CO <sub>2</sub> Et-Ph
552	6,7-diCl	3-CO <sub>2</sub> H-Ph
553	6,7-diCl	3-CONH <sub>2</sub> -Ph
554	6,7-diCl	3-F-Ph
555	6,7-diCl	3-Cl-Ph
556	6,7-diCl	3-NH <sub>2</sub> -Ph
557	6,7-diCl	3-SO <sub>2</sub> NH <sub>2</sub> -Ph
558	6,7-diCl	3-CF <sub>3</sub> -Ph
559	6,7-diCl	3-OCH <sub>3</sub> -Ph
560	6,7-diCl	3-OEt-Ph
561	6,7-diCl	3-OCF <sub>3</sub> -Ph
562	6,7-diCl	3-SO <sub>2</sub> CH <sub>3</sub> -Ph
563	6,7-diCl	3-OH-Ph
564	6,7-diCl	3-CH <sub>3</sub> -Ph
565	6,7-diCl	3-C <sub>2</sub> H <sub>5</sub> -Ph
566	6,7-diCl	4-CN-Ph
567	6,7-diCl	4-COCH <sub>3</sub> -Ph
568	6,7-diCl	4-CO <sub>2</sub> Me-Ph

569	6,7-diCl	4-CO <sub>2</sub> Et-Ph
570	6,7-diCl	4-CO <sub>2</sub> H-Ph
571	6,7-diCl	4-CONH <sub>2</sub> -Ph
572	6,7-diCl	4-F-Ph
573	6,7-diCl	4-Cl-Ph
574	6,7-diCl	4-NH <sub>2</sub> -Ph
575	6,7-diCl	4-SO <sub>2</sub> NH <sub>2</sub> -Ph
576	6,7-diCl	4-CF <sub>3</sub> -Ph
577	6,7-diCl	4-OCH <sub>3</sub> -Ph
578	6,7-diCl	4-OEt-Ph
579	6,7-diCl	4-OCF <sub>3</sub> -Ph
580	6,7-diCl	4-SO <sub>2</sub> CH <sub>3</sub> -Ph
581	6,7-diCl	4-OH-Ph
582	6,7-diCl	4-CH <sub>3</sub> -Ph
583	6,7-diCl	4-C <sub>2</sub> H <sub>5</sub> -Ph
584	6,7-diCl	6,7-diF
585	6,7-diCl	2,5-diF-Ph
586	6,7-diCl	3,4-diF-Ph
587	6,7-diCl	3,5-diF-Ph
588	6,7-diCl	2,4-diCl-Ph
589	6,7-diCl	2,5-diCl-Ph
590	6,7-diCl	3,4-diCl-Ph
591	6,7-diCl	3,5-diCl-Ph
592	6,7-diCl	3,4-OCH <sub>2</sub> O-Ph
593	6,7-diCl	3,4-OCH <sub>2</sub> CH <sub>2</sub> O-Ph
594	6,7-diCl	2-thienyl
595	6,7-diCl	2-furanyl
596	6,7-diCl	2-pyridyl
597	6,7-diCl	4-pyridyl
598	6,7-diCl	2-imidazolyl
599	6,7-diCl	3-pyrazolyl
600	6,7-diCl	2-thiazolyl
601	6,7-diCl	5-tetrazolyl

### Utility

The utility of the compounds in accordance with the present invention as modulators of chemokine receptor activity may be demonstrated by methodology known in the art, such as the assays for CCR-2 and CCR-3 ligand binding, as disclosed by Ponath et al., J. Exp. Med., 183, 2437-2448 (1996) and Uguccioni et al., J. Clin. Invest., 100, 1137-1143 (1997). Cell lines for expressing the receptor of interest include those naturally expressing the chemokine receptor, such as EOL-3 or THP-1, those induced to express the chemokine receptor by the addition of chemical or protein agents, such as HL-60 or AML14.3D10 cells treated with, for example, butyric acid with interleukin-5 present, or a cell engineered to express a recombinant chemokine receptor, such as CHO or HEK-293. Finally, blood or tissue cells, for example human peripheral blood eosinophils, isolated using methods as described by Hansel et al., J. Immunol. Methods, 145, 105- 110 (1991), can be utilized in such assays. In particular, the compound of the present invention have activity in binding to the CCR-3 receptor in the aforementioned assays. As used herein, "activity" is intended to mean a compound demonstrating an IC<sub>50</sub> of 10  $\mu$ M or lower in concentration when measured in the aforementioned assays. Such a result is indicative of the intrinsic activity of the compounds as modulators of chemokine receptor activity. A general binding protocol is described below.

### CCR3-Receptor Binding Protocol

Millipore filter plates (#MABVN1250) are treated with 5 µg/ml protamine in phosphate buffered saline, pH 7.2, for ten minutes at room temperature. Plates are washed three times with phosphate buffered saline and incubated with phosphate buffered saline for thirty minutes at room temperature. For binding, 50 µl of binding buffer (0.5% bovine serum albumen, 20 mM HEPES buffer and 5 mM magnesium chloride in RPMI 1640 media) with or without a test concentration of a compound present at a known concentration is combined with 50 µl of 125-I labeled human eotaxin (to give a final concentration of 150 pM radioligand) and 50 µl of cell suspension in binding buffer containing  $5 \times 10^5$  total cells. Cells used for such binding assays can include cell lines transfected with a gene expressing CCR3 such as that described by Daugherty et al. (1996), isolated human eosinophils such as described by Hansel et al. (1991) or the AML14.3D10 cell line after differentiation with butyric acid as described by Tiffany et al. (1998). The mixture of compound, cells and radioligand are incubated at room temperature for thirty minutes. Plates are placed onto a vacuum manifold, vacuum applied, and plates washed three times with binding buffer with 0.5M NaCl added. The plastic skirt is removed from the plate, the plate allowed to air dry, the wells punch out and CPM counted. The percent inhibition of binding is calculated using the total count obtained in the absence of any competing compound or chemokine ligand and the background binding determined by addition of 100 nM eotaxin in place of the test compound.

The utility of the compounds in accordance with the present invention as inhibitors of the migration of

eosinophils or cell lines expressing the chemokine receptors may be demonstrated by methodology known in the art, such as the chemotaxis assay disclosed by Bacon et al., Brit. J. Pharmacol., 95, 966-974 (1988). In particular, the compound of the present invention have activity in inhibition of the migration of eosinophils in the aforementioned assays. As used herein, "activity" is intended to mean a compound demonstrating an IC<sub>50</sub> of 10  $\mu$ M or lower in concentration when measured in the aforementioned assays. Such a result is indicative of the intrinsic activity of the compounds as modulators of chemokine receptor activity. A human eosinophil chemotaxis assay protocol is described below.

Human Eosinophil Chemotaxis Assay

Neuroprobe MBA96 96-well chemotaxis chambers with Neuroprobe polyvinylpyrrolidone-free polycarbonate PFD5 5-micron filters in place are warmed in a 37°C incubator prior to assay. Freshly isolated human eosinophils, isolated according to a method such as that described by Hansel et al. (1991), are suspended in RPMI 1640 with 0.1% bovine serum albumin at  $1 \times 10^6$  cells/ml and warmed in a 37°C incubator prior to assay. A 20 nM solution of human eotaxin in RPMI 1640 with 0.1% bovine serum albumin is warmed in a 37°C incubator prior to assay. The eosinophil suspension and the 20 nM eotaxin solution are each mixed 1:1 with prewarmed RPMI 1640 with 0.1% bovine serum albumin with or without a dilution of a test compound that is at two fold the desired final concentration. These mixtures are warmed in a 37°C incubator prior to assay. The filter is separated from the prewarmed Neuroprobe chemotaxis chamber and the eotaxin/compound mixture is placed into a Polyfiltronics

MPC 96 well plate that has been placed in the bottom part of the Neuro Probe chemotaxis chamber. The approximate volume is 370 microliters and there should be a positive meniscus after dispensing. The filter is replaced above the 96 well plate, the rubber gasket is attached to the bottom of the upper chamber, and the chamber assembled. A 200  $\mu$ l volume of the cell suspension/compound mixture is added to the appropriate wells of the upper chamber. The upper chamber is covered with a plate sealer, and the assembled unit placed in a 37°C incubator for 45 minutes. After incubation, the plate sealer is removed and all remaining cell suspension is aspirated off. The chamber is disassembled and, while holding the filter by the sides at a 90-degree angle, unmigrated cells are washed away using a gentle stream of phosphate buffered saline dispensed from a squirt bottle and then the filter wiped with a rubber tipped squeegee. The filter is allowed to completely dry and immersed completely in Wright Giemsa stain for 30-45 seconds. The filter is rinsed with distilled water for 7 minutes, rinsed once with water briefly, and allowed to dry. Migrated cells are enumerated by microscopy.

Mammalian chemokine receptors provide a target for interfering with or promoting immune cell function in a mammal, such as a human. Compounds that inhibit or promote chemokine receptor function are particularly useful for modulating immune cell function for therapeutic purposes. Accordingly, the present invention is directed to compounds which are useful in the prevention and/or treatment of a wide variety of inflammatory, infectious, and immunoregulatory disorders and diseases, including asthma and allergic diseases, infection by pathogenic microbes (which, by definition,

includes viruses), as well as autoimmune pathologies such as the rheumatoid arthritis and atherosclerosis.

For example, an instant compound which inhibits one or more functions of a mammalian chemokine receptor (e.g., a human chemokine receptor) may be administered to inhibit (i.e., reduce or prevent) inflammation or infectious disease. As a result, one or more inflammatory process, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, is inhibited. For example, eosinophilic infiltration to inflammatory sites (e.g., in asthma or allergic rhinitis) can be inhibited according to the present method. In particular, the compound of the following examples has activity in blocking the migration of cells expressing the CCR-3 receptor using the appropriate chemokines in the aforementioned assays. As used herein, "activity" is intended to mean a compound demonstrating an IC<sub>50</sub> of 10  $\mu$ M or lower in concentration when measured in the aforementioned assays. Such a result is also indicative of the intrinsic activity of the compounds as modulators of chemokine receptor activity.

Similarly, an instant compound which promotes one or more functions of the mammalian chemokine receptor (e.g., a human chemokine) as administered to stimulate (induce or enhance) an immune or inflammatory response, such as leukocyte emigration, adhesion, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, resulting in the beneficial stimulation of inflammatory processes. For example, eosinophils can be recruited to combat parasitic infections. In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for an instant

compound which promotes one or more functions of the mammalian chemokine receptor if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on cells through the induction of chemokine receptor internalization or the delivery of  
5 compound in a manner that results in the misdirection of the migration of cells.

In addition to primates, such as humans, a variety of other mammals can be treated according to the method  
10 of the present invention. For instance, mammals, including but not limited to, cows, sheep, goats, horses, dogs, cats, guinea pigs, rats or other bovine, ovine, equine, canine, feline, rodent or murine species can be treated. However, the method can also be  
15 practiced in other species, such as avian species. The subject treated in the methods above is a mammal, male or female, in whom modulation of chemokine receptor activity is desired. "Modulation" as used herein is intended to encompass antagonism, agonism, partial  
20 antagonism and/or partial agonism.

Diseases or conditions of human or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to: inflammatory or allergic diseases and conditions,  
25 including respiratory allergic diseases such as asthma, allergic rhinitis, hypersensitivity lung diseases, hypersensitivity pneumonitis, eosinophilic cellulitis (e.g., Well's syndrome), eosinophilic pneumonias (e.g., Loeffler's syndrome, chronic eosinophilic pneumonia),  
30 eosinophilic fasciitis (e.g., Shulman's syndrome), delayed-type hypersensitivity, interstitial lung diseases (ILD) (e.g., idiopathic pulmonary fibrosis, or ILD associated with rheumatoid arthritis, systemic lupus erythematosus, ankylosing spondylitis, systemic  
35 sclerosis, Sjogren's syndrome, polymyositis or

dermatomyositis); systemic anaphylaxis or hypersensitivity responses, drug allergies (e.g., to penicillin, cephalosporins), eosinophilia-myalgia syndrome due to the ingestion of contaminated tryptophan, insect sting allergies; autoimmune diseases, such as rheumatoid arthritis, psoriatic arthritis, multiple sclerosis, systemic lupus erythematosus, myasthenia gravis, juvenile onset diabetes; glomerulonephritis, autoimmune thyroiditis, Behcet's disease; graft rejection (e.g., in transplantation), including allograft rejection or graft-versus-host disease; inflammatory bowel diseases, such as Crohn's disease and ulcerative colitis; spondyloarthropathies; scleroderma; psoriasis (including T-cell mediated psoriasis) and inflammatory dermatoses such as an dermatitis, eczema, atopic dermatitis, allergic contact dermatitis, urticaria; vasculitis (e.g., necrotizing, cutaneous, and hypersensitivity vasculitis); eosinophilic myositis, eosinophilic fasciitis; cancers with leukocyte infiltration of the skin or organs. Other diseases or conditions in which undesirable inflammatory responses are to be inhibited can be treated, including, but not limited to, reperfusion injury, atherosclerosis, certain hematologic malignancies, cytokine-induced toxicity (e.g., septic shock, endotoxic shock), polymyositis, dermatomyositis. Infectious diseases or conditions of human or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to, HIV.

Diseases or conditions of humans or other species which can be treated with promoters of chemokine receptor function, include, but are not limited to: immunosuppression, such as that in individuals with immunodeficiency syndromes such as AIDS or other viral

infections, individuals undergoing radiation therapy, chemotherapy, therapy for autoimmune disease or drug therapy (e.g., corticosteroid therapy), which causes immunosuppression; immunosuppression due to congenital  
5 deficiency in receptor function or other causes; and infections diseases, such as parasitic diseases, including, but not limited to helminth infections, such as nematodes (round worms); (Trichuriasis, Enterobiasis, Ascariasis, Hookworm, Strongyloidiasis, Trichinosis,  
10 filariasis); trematodes (flukes) (Schistosomiasis, Clonorchiasis), cestodes (tape worms) (Echinococcosis, Taeniasis saginata, Cysticercosis); visceral worms, visceral larva migraines (e.g., Toxocara), eosinophilic gastroenteritis (e.g., Anisaki sp., Phocanema sp.),  
15 cutaneous larva migraines (Ancylostoma braziliense, Ancylostoma caninum). The compounds of the present invention are accordingly useful in the prevention and treatment of a wide variety of inflammatory, infectious and immunoregulatory disorders and diseases. In  
20 addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for promoters of chemokine receptor function if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on  
25 cells through the induction of chemokine receptor internalization or delivery of compound in a manner that results in the misdirection of the migration of cells.

In another aspect, the instant invention may be used to evaluate the putative specific agonists or  
30 antagonists of a G protein coupled receptor. The present invention is directed to the use of these compounds in the preparation and execution of screening assays for compounds that modulate the activity of chemokine receptors. Furthermore, the compounds of this  
35 invention are useful in establishing or determining the

binding site of other compounds to chemokine receptors, e.g., by competitive inhibition or as a reference in an assay to compare its known activity to a compound with an unknown activity. When developing new assays or  
5 protocols, compounds according to the present invention could be used to test their effectiveness.

Specifically, such compounds may be provided in a commercial kit, for example, for use in pharmaceutical research involving the aforementioned diseases. The  
10 compounds of the instant invention are also useful for the evaluation of putative specific modulators of the chemokine receptors. In addition, one could utilize compounds of this invention to examine the specificity of G protein coupled receptors that are not thought to  
15 be chemokine receptors, either by serving as examples of compounds which do not bind or as structural variants of compounds active on these receptors which may help define specific sites of interaction.

Combined therapy to prevent and treat inflammatory,  
20 infectious and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis, and those pathologies noted above is illustrated by the combination of the compounds of this  
25 invention and other compounds which are known for such utilities. For example, in the treatment or prevention of inflammation, the present compounds may be used in conjunction with an anti-inflammatory or analgesic agent such as an opiate agonist, a lipoxygenase inhibitor, a  
30 cyclooxygenase-2 inhibitor, an interleukin inhibitor, such as an interleukin-1 inhibitor, a tumor necrosis factor inhibitor, an NMDA antagonist, an inhibitor or nitric oxide or an inhibitor of the synthesis of nitric oxide, a non-steroidal anti-inflammatory agent, a  
35 phosphodiesterase inhibitor, or a cytokine-suppressing

anti-inflammatory agent, for example with a compound such as acetaminophen, aspirin, codeine, fentanyl, ibuprofen, indomethacin, ketorolac, morphine, naproxen, phenacetin, piroxicam, a steroidal analgesic, 5 sufentanyl, sunlindac, interferon alpha and the like. Similarly, the instant compounds may be administered with a pain reliever; a potentiator such as caffeine, an H<sub>2</sub>-antagonist, simethicone, aluminum or magnesium hydroxide; a decongestant such as phenylephrine, 10 phenylpropanolamine, pseudophedrine, oxymetazoline, ephinephrine, naphazoline, xylometazoline, propylhexedrine, or levodesoxy-ephedrine; and antitussive such as codeine, hydrocodone, caramiphen, carbetapentane, or dextramethorphan; a diuretic; and a 15 sedating or non-sedating antihistamine. Likewise, compounds of the present invention may be used in combination with other drugs that are used in the treatment/prevention/suppression or amelioration of the diseases or conditions for which compound of the present 20 invention are useful. Such other drugs may be administered, by a route and in an amount commonly used therefore, contemporaneously or sequentially with a compound of the present invention. When a compound of the present invention is used contemporaneously with one 25 or more other drugs, a pharmaceutical composition containing such other drugs in addition to the compound of the present invention is preferred. Accordingly, the pharmaceutical compositions of the present invention include those that also contain one or more other active 30 ingredients, in addition to a compound of the present invention. Examples of other active ingredients that may be combined with a compound of the present invention, either administered separately or in the same pharmaceutical compositions, include, but are not 35 limited to: (a) integrin antagonists such as those for

selectins, ICAMs and VLA-4; (b) steroids such as beclomethasone, methylprednisolone, betamethasone, prednisone, dexamethasone, and hydrocortisone; (c) immunosuppressants such as cyclosporin, tacrolimus, rapamycin and other FK-506 type immunosuppressants; (d) antihistamines (H1-histamine antagonists) such as bromopheniramine, chlorpheniramine, dexchlorpheniramine, triprolidine, clemastine, diphenhydramine, diphenylpyraline, tripelennamine, hydroxyzine, methdilazine, promethazine, trimeprazine, azatadine, cyproheptadine, antazoline, pheniramine pyrilamine, astemizole, terfenadine, loratadine, cetirizine, fexofenadine, descarboethoxyloratadine, and the like; (e) non-steroidal anti-asthmatics such as b2-agonists (terbutaline, metaproterenol, fenoterol, isoetharine, albuteral, bitolterol, and pirbuterol), theophylline, cromolyn sodium, atropine, ipratropium bromide, leukotriene antagonists (zafirlukast, montelukast, pranlukast, iralukast, pobilukast, SKB-102,203), leukotriene biosynthesis inhibitors (zileuton, BAY-1005); (f) non-steroidal antiinflammatory agents (NSAIDs) such as propionic acid derivatives (alminoprofen, benxaprofen, bucloxic acid, carprofen, fenbufen, fenoprofen, fluprofen, flurbiprofen, ibuprofen, indoprofen, ketoprofen, miroprofen, naproxen, oxaprozin, pirprofen, pranoprofen, suprofen, tiaprofenic acid, and tioxaprofen), acetic acid derivatives (indomethacin, acetaminophen, alclofenac, clidac, diclofenac, fenclofenac, fenclozic acid, fentiazac, furofenac, ibufenac, isoxepac, oxpinac, sulindac, tiopinac, tolmetin, zidometacin, and zomepirac), fenamic acid derivatives (flufenamic acid, meclofenamic acid, mefenamic acid, niflumic acid and tolfenamic acid), biphenylcarboxylic acid derivatives (diflunisal and flufenisal), oxicams (isoxicam, piroxicam, sudoxicam and

tenoxicam), salicylates (acetyl salicylic acid, sulfasalazine) and the pyrazolones (apazone, bezpiperylon, feprazone, mofebutazone, oxyphenbutazone, phenylbutazone); (g) cyclooxygenase-2 (COX-2) inhibitors; (h) inhibitors of phosphodiesterase type IV (PDE-IV); (i) other antagonists of the chemokine receptors; (j) cholesterol lowering agents such as HMG-CoA reductase inhibitors (lovastatin, simvastatin and pravastatin, fluvastatin, atorvastatin, and other statins), sequestrants (cholestyramine and colestipol), nicotinic acid, fenofibric acid derivatives (gemfibrozil, clofibrat, fenofibrate and benzaifibrate), and probucol; (k) anti-diabetic agents such as insulin, sulfonylureas, biguanides (metformin),  $\alpha$ -glucosidase inhibitors (acarbose) and glitazones (troglitazone and pioglitazone); (l) preparations of interferons (interferon alpha-2a, interferon-2B, interferon alpha-N3, interferon beta-1a, interferon beta-1b, interferon gamma-1b); (m) antiviral compounds such as efavirenz, nevirapine, indinavir, ganciclovir, lamivudine, famciclovir, and zalcitabine; (n) other compound such as 5-aminosalicylic acid and prodrugs thereof, antimetabolites such as azathioprine and 6-mercaptopurine, and cytotoxic cancer chemotherapeutic agents. The weight ratio of the compound of the present invention to the second active ingredient may be varied and will depend upon the effective doses of each ingredient. Generally, an effective dose of each will be used. Thus, for example, when a compound of the present invention is combined with an NSAID the weight ratio of the compound of the present invention to the NSAID will generally range from about 1000:1 to about 1:1000, preferably about 200:1 to about 1:200. Combinations of a compound of the present invention and other active ingredients will generally also be within

the aforementioned range, but in each case, an effective dose of each active ingredient should be used.

The compounds are administered to a mammal in a therapeutically effective amount. By "therapeutically effective amount" it is meant an amount of a compound of Formula I that, when administered alone or in combination with an additional therapeutic agent to a mammal, is effective to prevent or ameliorate the thromboembolic disease condition or the progression of the disease.

#### Dosage and Formulation

The compounds of this invention can be administered in such oral dosage forms as tablets, capsules (each of which includes sustained release or timed release formulations), pills, powders, granules, elixirs, tinctures, suspensions, syrups, and emulsions. They may also be administered in intravenous (bolus or infusion), intraperitoneal, subcutaneous, or intramuscular form, all using dosage forms well known to those of ordinary skill in the pharmaceutical arts. They can be administered alone, but generally will be administered with a pharmaceutical carrier selected on the basis of the chosen route of administration and standard pharmaceutical practice.

The dosage regimen for the compounds of the present invention will, of course, vary depending upon known factors, such as the pharmacodynamic characteristics of the particular agent and its mode and route of administration; the species, age, sex, health, medical condition, and weight of the recipient; the nature and extent of the symptoms; the kind of concurrent treatment; the frequency of treatment; the route of administration, the renal and hepatic function of the patient, and the effect desired. A physician or

veterinarian can determine and prescribe the effective amount of the drug required to prevent, counter, or arrest the progress of the thromboembolic disorder.

By way of general guidance, the daily oral dosage of each active ingredient, when used for the indicated effects, will range between about 0.001 to 1000 mg/kg of body weight, preferably between about 0.01 to 100 mg/kg of body weight per day, and most preferably between about 1.0 to 20 mg/kg/day. Intravenously, the most preferred doses will range from about 1 to about 10 mg/kg/minute during a constant rate infusion. Compounds of this invention may be administered in a single daily dose, or the total daily dosage may be administered in divided doses of two, three, or four times daily.

Compounds of this invention can be administered in intranasal form via topical use of suitable intranasal vehicles, or via transdermal routes, using transdermal skin patches. When administered in the form of a transdermal delivery system, the dosage administration will, of course, be continuous rather than intermittent throughout the dosage regimen.

The compounds are typically administered in admixture with suitable pharmaceutical diluents, excipients, or carriers (collectively referred to herein as pharmaceutical carriers) suitably selected with respect to the intended form of administration, that is, oral tablets, capsules, elixirs, syrups and the like, and consistent with conventional pharmaceutical practices.

For instance, for oral administration in the form of a tablet or capsule, the active drug component can be combined with an oral, non-toxic, pharmaceutically acceptable, inert carrier such as lactose, starch, sucrose, glucose, methyl cellulose, magnesium stearate, dicalcium phosphate, calcium sulfate, mannitol,

sorbitol and the like; for oral administration in liquid form, the oral drug components can be combined with any oral, non-toxic, pharmaceutically acceptable inert carrier such as ethanol, glycerol, water, and the like. Moreover, when desired or necessary, suitable binders, lubricants, disintegrating agents, and coloring agents can also be incorporated into the mixture. Suitable binders include starch, gelatin, natural sugars such as glucose or beta-lactose, corn sweeteners, natural and synthetic gums such as acacia, tragacanth, or sodium alginate, carboxymethylcellulose, polyethylene glycol, waxes, and the like. Lubricants used in these dosage forms include sodium oleate, sodium stearate, magnesium stearate, sodium benzoate, sodium acetate, sodium chloride, and the like. Disintegrators include, without limitation, starch, methyl cellulose, agar, bentonite, xanthan gum, and the like.

The compounds of the present invention can also be administered in the form of liposome delivery systems, such as small unilamellar vesicles, large unilamellar vesicles, and multilamellar vesicles. Liposomes can be formed from a variety of phospholipids, such as cholesterol, stearylamine, or phosphatidylcholines.

Compounds of the present invention may also be coupled with soluble polymers as targetable drug carriers. Such polymers can include polyvinylpyrrolidone, pyran copolymer, polyhydroxypropylmethacrylamide-phenol, polyhydroxyethylaspartamidephenol, or polyethyleneoxide-polylysine substituted with palmitoyl residues. Furthermore, the compounds of the present invention may be coupled to a class of biodegradable polymers useful in achieving controlled release of a drug, for example, polylactic acid, polyglycolic acid,

copolymers of polylactic and polyglycolic acid,  
polyepsilon caprolactone, polyhydroxy butyric acid,  
polyorthoesters, polyacetals, polydihdropyrans,  
polycyanoacylates, and crosslinked or amphipathic block  
5 copolymers of hydrogels.

Dosage forms (pharmaceutical compositions) suitable  
for administration may contain from about 1 milligram to  
about 100 milligrams of active ingredient per dosage  
unit. In these pharmaceutical compositions the active  
10 ingredient will ordinarily be present in an amount of  
about 0.5-95% by weight based on the total weight of the  
composition.

Gelatin capsules may contain the active ingredient  
and powdered carriers, such as lactose, starch,  
15 cellulose derivatives, magnesium stearate, stearic acid,  
and the like. Similar diluents can be used to make  
compressed tablets. Both tablets and capsules can be  
manufactured as sustained release products to provide  
for continuous release of medication over a period of  
20 hours. Compressed tablets can be sugar coated or film  
coated to mask any unpleasant taste and protect the  
tablet from the atmosphere, or enteric coated for  
selective disintegration in the gastrointestinal tract.

Liquid dosage forms for oral administration can  
25 contain coloring and flavoring to increase patient  
acceptance.

In general, water, a suitable oil, saline, aqueous  
dextrose (glucose), and related sugar solutions and  
glycols such as propylene glycol or polyethylene glycols  
30 are suitable carriers for parenteral solutions.  
Solutions for parenteral administration preferably  
contain a water soluble salt of the active ingredient,  
suitable stabilizing agents, and if necessary, buffer  
substances. Antioxidizing agents such as sodium  
35 bisulfite, sodium sulfite, or ascorbic acid, either

alone or combined, are suitable stabilizing agents. Also used are citric acid and its salts and sodium EDTA. In addition, parenteral solutions can contain preservatives, such as benzalkonium chloride, methyl- or propyl-paraben, and chlorobutanol.

Suitable pharmaceutical carriers are described in Remington's Pharmaceutical Sciences, Mack Publishing Company, a standard reference text in this field.

Representative useful pharmaceutical dosage-forms for administration of the compounds of this invention can be illustrated as follows:

#### Capsules

A large number of unit capsules can be prepared by filling standard two-piece hard gelatin capsules each with 100 milligrams of powdered active ingredient, 150 milligrams of lactose, 50 milligrams of cellulose, and 6 milligrams magnesium stearate.

#### Soft Gelatin Capsules

A mixture of active ingredient in a digestable oil such as soybean oil, cottonseed oil or olive oil may be prepared and injected by means of a positive displacement pump into gelatin to form soft gelatin capsules containing 100 milligrams of the active ingredient. The capsules should be washed and dried.

#### Tablets

Tablets may be prepared by conventional procedures so that the dosage unit is 100 milligrams of active ingredient, 0.2 milligrams of colloidal silicon dioxide, 5 milligrams of magnesium stearate, 275 milligrams of microcrystalline cellulose, 11 milligrams of starch and 98.8 milligrams of lactose. Appropriate coatings may be applied to increase palatability or delay absorption.

### Injectable

A parenteral composition suitable for administration by injection may be prepared by stirring 1.5% by weight of active ingredient in 10% by volume propylene glycol and water. The solution should be made isotonic with sodium chloride and sterilized.

### Suspension

An aqueous suspension can be prepared for oral administration so that each 5 mL contain 100 mg of finely divided active ingredient, 200 mg of sodium carboxymethyl cellulose, 5 mg of sodium benzoate, 1.0 g of sorbitol solution, U.S.P., and 0.025 mL of vanillin.

Where the compounds of this invention are combined with other anticoagulant agents, for example, a daily dosage may be about 0.1 to 100 milligrams of the compound of Formula I and about 1 to 7.5 milligrams of the second anticoagulant, per kilogram of patient body weight. For a tablet dosage form, the compounds of this invention generally may be present in an amount of about 5 to 10 milligrams per dosage unit, and the second anticoagulant in an amount of about 1 to 5 milligrams per dosage unit.

Where two or more of the foregoing second therapeutic agents are administered with the compound of Formula I, generally the amount of each component in a typical daily dosage and typical dosage form may be reduced relative to the usual dosage of the agent when administered alone, in view of the additive or synergistic effect of the therapeutic agents when administered in combination.

Particularly when provided as a single dosage unit, the potential exists for a chemical interaction between the combined active ingredients. For this reason, when the compound of Formula I and a second therapeutic agent are combined in a single dosage unit they are formulated

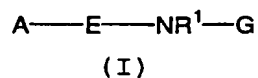
such that although the active ingredients are combined in a single dosage unit, the physical contact between the active ingredients is minimized (that is, reduced). For example, one active ingredient may be enteric coated. By enteric coating one of the active ingredients, it is possible not only to minimize the contact between the combined active ingredients, but also, it is possible to control the release of one of these components in the gastrointestinal tract such that one of these components is not released in the stomach but rather is released in the intestines. One of the active ingredients may also be coated with a material which effects a sustained-release throughout the gastrointestinal tract and also serves to minimize physical contact between the combined active ingredients. Furthermore, the sustained-released component can be additionally enteric coated such that the release of this component occurs only in the intestine. Still another approach would involve the formulation of a combination product in which the one component is coated with a sustained and/or enteric release polymer, and the other component is also coated with a polymer such as a lowviscosity grade of hydroxypropyl methylcellulose (HPMC) or other appropriate materials as known in the art, in order to further separate the active components. The polymer coating serves to form an additional barrier to interaction with the other component.

These as well as other ways of minimizing contact between the components of combination products of the present invention, whether administered in a single dosage form or administered in separate forms but at the same time by the same manner, will be readily apparent to those skilled in the art, once armed with the present disclosure.

Obviously, numerous modifications and variations of the present invention are possible in light of the above teachings. It is therefore to be understood that within the scope of the appended claims, the invention may be  
5 practiced otherwise than as specifically described herein.

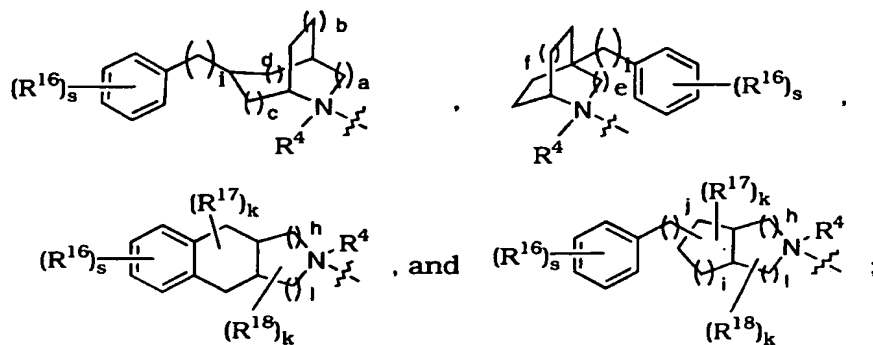
CLAIMSWhat is claimed is:

- 5           1. A compound of formula (I):



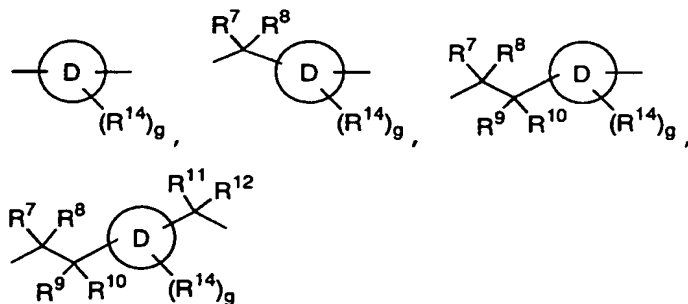
- 10           or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

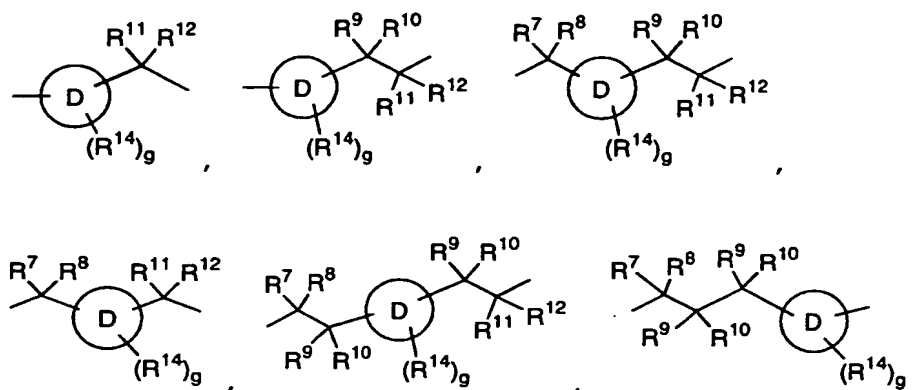
A is selected from



15

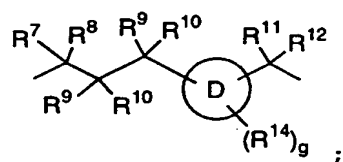
E is selected from  $-(\text{CR}^7\text{R}^8)-(\text{CR}^9\text{R}^{10})_v-(\text{CR}^{11}\text{R}^{12})$ ,





and

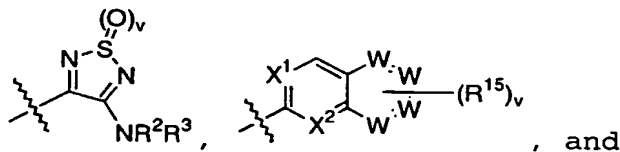
5



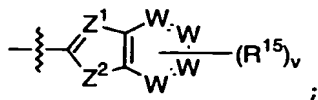
ring D is selected from a C<sub>3-6</sub> carbocyclic residue and a  
5 or 6 membered heterocycle;

10

G is selected from -C(O)R<sup>3</sup>, -C(O)NR<sup>2</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -  
SO<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=S)NR<sup>2</sup>R<sup>3</sup>, C(=NR<sup>1a</sup>)NR<sup>2</sup>R<sup>3</sup>,  
C(=CHCN)NR<sup>2</sup>R<sup>3</sup>, C(=CHNO<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>, C(=C(CN)<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>,



15



W, at each occurrence, is independently selected from C  
or N, provided at least two of W are C;

20 X<sup>1</sup> and X<sup>2</sup> are independently selected from C and N;

$Z^1$  is selected from C and N;

5  $Z^2$  is selected from  $NR^{1'}$ , O, S and C;

$R^1$ ,  $R^{1'}$  and  $R^2$  are independently selected from H,  $C_{1-8}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue  
 10 substituted with 0-5  $R^a$ ;

$R^{1a}$  is independently selected from H,  $C_{1-6}$  alkyl, -OH, -CN, -NO<sub>2</sub>,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

15

$R^a$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ , NO<sub>2</sub>, CN,  $(CHR')_rNR^bR^b$ ,  $(CHR')_rOH$ ,  $(CHR')_rOR^c$ ,  $(CHR')_rSH$ ,  $(CHR')_rSR^c$ ,  
 20  $(CHR')_rC(O)R^b$ ,  $(CHR')_rC(O)NR^bR^b$ ,  $(CHR')_rNR^bC(O)R^b$ ,  $(CHR')_rC(O)OR^b$ ,  $(CHR')_rOC(O)R^c$ ,  $(CHR')_rCH(=NR^b)NR^bR^b$ ,  $(CHR')_rNHC(=NR^b)NR^bR^b$ ,  $(CHR')_rS(O)_pR^c$ ,  $(CHR')_rS(O)_2NR^bR^b$ ,  $(CHR')_rNR^bS(O)_2R^c$ , and  $(CHR')_rphenyl$ ;

25

$R^b$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^c$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

30

alternatively,  $R^1$  and  $R^2$  join to form a 5, 6, or 7-membered ring substituted with 0-3  $R^a$ ;

5  $R^3$  is selected from a  $(CR^{3'}R^{3''})_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{15}$  and a  $(CR^{3'}R^{3''})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ ;

10  $R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

15  $R^4$  is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from  $C_{1-8}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $(CH_2)_qC(O)R^{4b}$ ,  $(CH_2)_qC(O)NR^{4a}R^{4a'}$ ,  $(CH_2)_qC(O)OR^{4a}$ , and a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{4c}$ ;

20  $R^{4a}$  and  $R^{4a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

25  $R^{4b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $C_{2-8}$  alkynyl, and phenyl;

30  $R^{4c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl,  $(CH_2)_rOH$ ,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{4a}R^{4a'}$ , and  $(CH_2)_r$ phenyl;

$R^7$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_qOH$ ,  $(CHR')_qSH$ ,  $(CHR')_qOR^{7d}$ ,  
 $(CHR')_qSR^{7d}$ ,  $(CH_2CHR')_qNR^{7a}R^{7a'}$ ,  $(CHR')_rC(O)OH$ ,  
 $(CHR')_rC(O)R^{7b}$ ,  $(CHR')_rC(O)NR^{7a}R^{7a'}$ ,  
 $(CHR')_qNR^{7a}C(O)R^{7b}$ ,  $(CHR')_qNR^{7a}C(O)H$ ,  
 $(CHR')_rC(O)OR^{7a}$ ,  $(CHR')_qOC(O)R^{7b}$ ,  $(CHR')_qS(O)_pR^{7b}$ ,  
 $(CHR')_qS(O)_2NR^{7a}R^{7a'}$ ,  $(CHR')_qNR^{7a}S(O)_2R^{7b}$ ,  
 $(CHR')_qNHC(O)NR^{7a}R^{7a'}$ ,  $(CHR')_qNHC(O)OR^{7a}$ ,  
 $(CHR')_qOC(O)NR^{7a}R^{7a'}$ ,  $C_{1-6}$  haloalkyl, a  $(CHR')_r-C_3-$   
 $10$  carbocyclic residue substituted with 0-3  $R^{7c}$ ,  
 and a  $(CHR')_r-5-10$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 $15$  S, substituted with 0-2  $R^{7c}$ ;

$R^{7a}$  and  $R^{7a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_3-$   
 $10$  carbocyclic residue substituted with 0-5  $R^{7e}$ ,  
 $20$  and a  $(CH_2)_r-5-10$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-3  $R^{7e}$ ;

$R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $25$   $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_3-6$  carbocyclic  
 residue substituted with 0-2  $R^{7e}$ , and a  $(CH_2)_r-5-6$   
 membered heterocyclic system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^{7e}$ ;

$30$   $R^{7c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_3-6$  cycloalkyl,

- Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{7f}R^{7f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{7b}$ ,  $(CH_2)_rC(O)NR^{7f}R^{7f}$ ,  
 $(CH_2)_rNR^{7f}C(O)R^{7b}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  
5  $(CH_2)_rOC(O)R^{7b}$ ,  $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$ ,  
 $(CH_2)_rS(O)_pR^{7b}$ ,  $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$ ,  
 $(CH_2)_rS(O)_2NR^{7f}R^{7f}$ ,  $(CH_2)_rNR^{7f}S(O)_2R^{7b}$ , and  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{7e}$ ;
- 10  $R^{7d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 $C_{2-6}$  alkyl substituted with 0-3  $R^{7e}$ ,  $C_{3-6}$  alkenyl,  
 $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{7c}$ ;
- 15  $R^{7e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  
SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{7f}R^{7f}$ , and  
 $(CH_2)_r$ phenyl;
- 20  $R^{7f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
and  $C_{3-6}$  cycloalkyl;
- $R^8$  is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and  
25  $(CH_2)_r$ phenyl substituted with 0-3  $R^{8a}$ ;
- $R^{8a}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  
30 SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{7f}R^{7f}$ , and  
 $(CH_2)_r$ phenyl;

alternatively,  $R^7$  and  $R^8$  join to form  $C_{3-7}$  cycloalkyl,  
 $=NR^{8b}$ , or  $=O$ ;

- 5  $R^{8b}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, OH, CN, and  $(CH_2)_r$ -phenyl;

- $R^9$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$   
 10 alkynyl, F, Cl, Br, I,  $NO_2$ , CN,  $(CHR')_rOH$ ,  
 $(CHR')_rSH$ ,  $(CHR')_rOR^{9d}$ ,  $(CHR')_rSR^{9d}$ ,  $(CHR')_rNR^{9a}R^{9a'}$ ,  
 $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)R^{9b}$ ,  $(CHR')_rC(O)NR^{9a}R^{9a'}$ ,  
 $(CHR')_rNR^{9a}C(O)R^{9b}$ ,  $(CHR')_rNR^{9a}C(O)H$ ,  
 $(CHR')_rNR^{9a}C(O)NR^{9a}R^{9a'}$ ,  $(CHR')_rC(O)OR^{9a}$ ,  
 15  $(CHR')_rOC(O)R^{9b}$ ,  $(CHR')_rS(O)_pR^{9b}$ ,  
 $(CHR')_rS(O)_2NR^{9a}R^{9a'}$ ,  $(CHR')_rNR^{9a}S(O)_2R^{9b}$ ,  $C_{1-6}$   
haloalkyl, a  $(CHR')_r$ - $C_{3-10}$  carbocyclic residue  
substituted with 0-5  $R^{9c}$ , and a  $(CHR')_r$ -5-10  
membered heterocyclic system containing 1-4  
20 heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{9c}$ ;

- $R^{9a}$  and  $R^{9a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-}$   
 25  $10$  carbocyclic residue substituted with 0-5  $R^{9e}$ ,  
and a  $(CH_2)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{9e}$ ;

- 30  $R^{9b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{9e}$ , and a  $(CH_2)_r$ -5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

- 5 R<sup>9c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>9f</sup>R<sup>9f</sup>,  
 10 (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>C(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>9f</sup>)NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>9f</sup>)NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>S(O)<sub>2</sub>R<sup>9b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>9e</sup>;
- 15 R<sup>9d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>9c</sup>, and a 5-6 membered  
 20 heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R<sup>9c</sup>;
- R<sup>9e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;
- 25 R<sup>9f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;
- 30

- $R^{10}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, F, Cl, Br, I,  $NO_2$ , CN,  $(CH_2)_rOH$ ,  
 $(CH_2)_rOR^{10d}$ ,  $(CH_2)_rSR^{10d}$ ,  $(CH_2)_rNR^{10a}R^{10a'}$ ,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{10b}$ ,  $(CH_2)_rC(O)NR^{10a}R^{10a'}$ ,  
5  $(CH_2)_rNR^{10a}C(O)R^{10a}$ ,  $(CH_2)_rNR^{10a}C(O)H$ ,  
 $(CH_2)_rC(O)OR^{10a}$ ,  $(CH_2)_rOC(O)R^{10b}$ ,  $(CH_2)_rS(O)_pR^{10b}$ ,  
 $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$ ,  $(CH_2)_rNR^{10a}S(O)_2R^{10b}$ ,  $C_{1-6}$   
haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue  
substituted with 0-5  $R^{10c}$ , and a  $(CH_2)_r-5-10$   
10 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{10c}$ ;
- $R^{10a}$  and  $R^{10a'}$ , at each occurrence, are selected from H,  
15  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{10e}$ ,  
and a  $(CH_2)_r-5-10$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{10e}$ ;
- 20  $R^{10b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{10e}$ , and a  $(CH_2)_r-5-6$   
membered heterocyclic system containing 1-4  
25 heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{10e}$ ;
- $R^{10c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
30 Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{10f}R^{10f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{10b}$ ,  $(CH_2)_rC(O)NR^{10f}R^{10f}$ ,

$(\text{CH}_2)_r \text{NR}^{10f} \text{C}(\text{O}) \text{R}^{10a}$ ,  $(\text{CH}_2)_r \text{C}(\text{O}) \text{OC}_{1-4} \text{ alkyl}$ ,  
 $(\text{CH}_2)_r \text{OC}(\text{O}) \text{R}^{10b}$ ,  $(\text{CH}_2)_r \text{C}(=\text{NR}^{10f}) \text{NR}^{10f} \text{R}^{10f}$ ,  
 $(\text{CH}_2)_r \text{S}(\text{O})_p \text{R}^{10b}$ ,  $(\text{CH}_2)_r \text{NHC}(=\text{NR}^{10f}) \text{NR}^{10f} \text{R}^{10f}$ ,  
 $(\text{CH}_2)_r \text{S}(\text{O})_2 \text{NR}^{10f} \text{R}^{10f}$ ,  $(\text{CH}_2)_r \text{NR}^{10f} \text{S}(\text{O})_2 \text{R}^{10b}$ , and  
 5  $(\text{CH}_2)_r \text{phenyl}$  substituted with 0-3  $\text{R}^{10e}$ ;

$\text{R}^{10d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{10e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, a  $\text{C}_{3-10}$  carbocyclic residue  
 10 substituted with 0-3  $\text{R}^{10c}$ , and a 5-6 membered  
 heterocyclic system containing 1-4 heteroatoms  
 selected from the group consisting of N, O, and S  
 substituted with 0-3  $\text{R}^{10c}$ ;

15  $\text{R}^{10e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r \text{C}_{3-6}$  cycloalkyl,  
 $\text{Cl}$ ,  $\text{F}$ ,  $\text{Br}$ ,  $\text{I}$ ,  $\text{CN}$ ,  $\text{NO}_2$ ,  $(\text{CF}_2)_r \text{CF}_3$ ,  $(\text{CH}_2)_r \text{OC}_{1-5} \text{ alkyl}$ ,  
 $\text{OH}$ ,  $\text{SH}$ ,  $(\text{CH}_2)_r \text{SC}_{1-5} \text{ alkyl}$ ,  $(\text{CH}_2)_r \text{NR}^{10f} \text{R}^{10f}$ , and  
 $(\text{CH}_2)_r \text{phenyl}$ ;

20  $\text{R}^{10f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
 and  $\text{C}_{3-6}$  cycloalkyl;

alternatively,  $\text{R}^9$  and  $\text{R}^{10}$  join to form  $\text{C}_{3-7}$  cycloalkyl,  
 25 5-6-membered cyclic ketal, or  $=\text{O}$ ;

with the proviso that when  $\text{R}^{10}$  is  $-\text{OH}$ ,  $\text{R}^9$  is not  
 halogen, cyano, or bonded to the carbon to which it  
 is attached through a heteroatom;

30  $\text{R}^{11}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
 alkynyl,  $(\text{CH}_2)_q \text{OH}$ ,  $(\text{CH}_2)_q \text{SH}$ ,  $(\text{CH}_2)_q \text{OR}^{11d}$ ,

$(\text{CH}_2)_q\text{SR}^{11d}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$ ,  
 $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{11a}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{11b}$ ,  
5  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{S}(\text{O})_2\text{R}^{11b}$ ,  $\text{C}_{1-6}$   
haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue  
substituted with 0-5  $\text{R}^{11c}$ , and a  $(\text{CH}_2)_r\text{-5-10}$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
10 with 0-3  $\text{R}^{11c}$ ;

$\text{R}^{11a}$  and  $\text{R}^{11a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{11e}$ ,  
15 and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
20  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
residue substituted with 0-2  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $\text{R}^{11e}$ ;

25  $\text{R}^{11c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
Cl, Br, I, F,  $(\text{CF}_2)_r\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ ,  
 $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  
30  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11f}\text{R}^{11f}$ ,  
 $(\text{CH}_2)_r\text{NR}^{11f}\text{C}(\text{O})\text{R}^{11a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$ ,

$(\text{CH}_2)_r\text{NHC}(=\text{NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{11b}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{11f}\text{R}^{11f}$ ,  $(\text{CH}_2)_r\text{NR}^{11f}\text{S}(\text{O})_2\text{R}^{11b}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{11e}$ ;

5  $\text{R}^{11d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{11c}$ ;

10  $\text{R}^{11e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

15  $\text{R}^{11f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{12}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_r\text{C}_{3-6}$   
20 cycloalkyl, and  $(\text{CH}_2)_t\text{phenyl}$  substituted with 0-3  
 $\text{R}^{12a}$ ;

$\text{R}^{12a}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
25 Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;

alternatively,  $\text{R}^{11}$  and  $\text{R}^{12}$  join to form  $\text{C}_{3-7}$  cycloalkyl;  
30

$\text{R}^{14}$  is selected from  $\text{C}_{1-4}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $\text{C}(\text{O})\text{NR}^{14a}\text{R}^{14a'}$ ,

$C(O)R^{14b}$ ,  $C(O)OC_{1-4}$  alkyl,  $(CH_2)_rS(O)_pR^{14b}$ ,  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{14c}$ ,  $OR^{14a}$ ,  
 $NR^{14a}R^{14a'}$ ,  $=O$ , and  $NR^{14a}C(O)R^{14a'}$ ;

5  $R^{14a}$  and  $R^{14a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl  
substituted with 0-3  $R^{14c}$ , and a  $(CH_2)_r-5-10$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
10 with 0-2  $R^{14c}$ ;

$R^{14b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted  
with 0-3  $R^{14c}$ , and a  $(CH_2)_r-5-10$  membered  
15 heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
 $R^{14c}$ ; and

$R^{14c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
20  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  
 $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $(CH_2)_w$ phenyl;

$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  
25  $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  
 $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{15d}$ ,  
 $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  
 $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  
 $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  
30  $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$ ,  
 $(CHR')_rNHC(=NR^{15f})NR^{15a}R^{15a'}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  
 $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,

C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
(CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
(CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing  
5 1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
10 and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-</sub>  
10 carbocyclic residue substituted with 0-5 R<sup>15e</sup>,  
15 and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2 R<sup>15e</sup>;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
20 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r-5-6</sub>  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;

25 R<sup>15d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl,  
C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>15e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered  
30 heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-3  
R<sup>15e</sup>;

$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{15f} R^{15f}$ , and  $(CH_2)_r$ phenyl;

$R^{15f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_r NR^{16a} R^{16a'}$ ,  $(CHR')_r OH$ ,  $(CHR')_r O(CHR')_r R^{16d}$ ,  $(CHR')_r SH$ ,  $(CHR')_r C(O)H$ ,  $(CHR')_r S(CHR')_r R^{16d}$ ,  $(CHR')_r C(O)OH$ ,  $(CHR')_r C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)O(CHR')_r R^{16d}$ ,  $(CHR')_r OC(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r NHC(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r S(O)_p(CHR')_r R^{16b}$ ,  $(CHR')_r S(O)_2 NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} S(O)_2(CHR')_r R^{16b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CHR')_r$ phenyl substituted with 0-3  $R^{16e}$ ;

$R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{16e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{16e}$ ;

$R^{16b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_rC_{3-6}$  carbocyclic residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4  
 5 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{16e}$ ;

$R^{16d}$ , at each occurrence, is selected from  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted  
 10 with 0-3  $R^{16e}$ , a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{16e}$ ;

15  $R^{16e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{16f}R^{16f}$ , and  
 20  $(CH_2)_rphenyl$ ;

$R^{16f}$ , at each occurrence, is selected from H,  $C_{1-5}$  alkyl, and  $C_{3-6}$  cycloalkyl, and phenyl;

25  $R^{17}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_rOH$ ,  $(CHR')_rSH$ ,  $(CHR')_rOR^{17d}$ ,  $(CHR')_rSR^{17d}$ ,  $(CHR')_rNR^{17a}R^{17a'}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)R^{17b}$ ,  $(CHR')_rC(O)NR^{17a}R^{17a'}$ ,  $(CHR')_rNR^{17a}C(O)R^{17b}$ ,  $(CHR')_rNR^{17a}C(O)H$ ,  
 30  $(CHR')_rC(O)OR^{17a}$ ,  $(CHR')_rOC(O)R^{17b}$ ,  $(CHR')_rS(O)_pR^{17b}$ ,  $(CHR')_rS(O)_2NR^{17a}R^{17a'}$ ,  $(CHR')_rNR^{17a}S(O)_2R^{17b}$ ,  $C_{1-6}$  haloalkyl, a  $(CHR')_r-C_{3-10}$  carbocyclic residue

substituted with 0-3  $R^{17c}$ , and a  $(CHR')_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{17c}$ ;

5

$R^{17a}$  and  $R^{17a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{17e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{17e}$ ;

10

$R^{17b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{17e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{17e}$ ;

15

20  $R^{17c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ - $CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r$ - $NR^{17f}R^{17f}$ ,  $(CH_2)_r$ -OH,  $(CH_2)_r$ - $OC_{1-4}$  alkyl,  $(CH_2)_r$ - $SC_{1-4}$  alkyl,  $(CH_2)_r$ - $C(O)OH$ ,  $(CH_2)_r$ - $C(O)R^{17b}$ ,  $(CH_2)_r$ - $C(O)NR^{17f}R^{17f}$ ,  $(CH_2)_r$ - $NR^{17f}C(O)R^{17a}$ ,  $(CH_2)_r$ - $C(O)OC_{1-4}$  alkyl,  $(CH_2)_r$ - $OC(O)R^{17b}$ ,  $(CH_2)_r$ - $C(=NR^{17f})NR^{17f}R^{17f}$ ,  $(CH_2)_r$ - $S(O)_pR^{17b}$ ,  $(CH_2)_r$ - $NHC(=NR^{17f})NR^{17f}R^{17f}$ ,  $(CH_2)_r$ - $S(O)_2NR^{17f}R^{17f}$ ,  $(CH_2)_r$ - $NR^{17f}S(O)_2R^{17b}$ , and  $(CH_2)_r$ -phenyl substituted with 0-3  $R^{17e}$ ;

25

30

$R^{17d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $C_{1-6}$  alkyl substituted with 0-3  $R^{17e}$ ,  $C_{3-6}$  alkenyl,

C<sub>3-6</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>17c</sup>;

5 R<sup>17e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>R<sup>17f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>17f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>18</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>SH, (CHR')<sub>q</sub>OR<sup>18d</sup>,  
 15 (CHR')<sub>q</sub>SR<sup>18d</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>r</sub>C(O)OH, (CHR')<sub>r</sub>C(O)R<sup>18b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>C(O)R<sup>18b</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>C(O)H, (CHR')<sub>r</sub>C(O)OR<sup>18a</sup>, (CHR')<sub>q</sub>OC(O)R<sup>18b</sup>, (CHR')<sub>q</sub>S(O)<sub>p</sub>R<sup>18b</sup>, (CHR')<sub>q</sub>S(O)<sub>2</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CHR')<sub>q</sub>NR<sup>18a</sup>S(O)<sub>2</sub>R<sup>18b</sup>, C<sub>1-6</sub>  
 20 haloalkyl, a (CHR')<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>18c</sup>, and a (CHR')<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>18c</sup>;

25 R<sup>18a</sup> and R<sup>18a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>18e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
 30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>18e</sup>;

$R^{18b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{18e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4  
 5 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{18e}$ ;

$R^{18c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ - $CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r$ - $NR^{18f}R^{18f}$ ,  
 10  $(CH_2)_r$ -OH,  $(CH_2)_r$ - $OC_{1-4}$  alkyl,  $(CH_2)_r$ - $SC_{1-4}$  alkyl,  $(CH_2)_r$ - $C(O)OH$ ,  $(CH_2)_r$ - $C(O)R^{18b}$ ,  $(CH_2)_r$ - $C(O)NR^{18f}R^{18f}$ ,  $(CH_2)_r$ - $NR^{18f}C(O)R^{18b}$ ,  $(CH_2)_r$ - $C(O)OC_{1-4}$  alkyl,  $(CH_2)_r$ - $OC(O)R^{18b}$ ,  $(CH_2)_r$ - $C(=NR^{18f})NR^{18f}R^{18f}$ ,  
 15  $(CH_2)_r$ - $S(O)_pR^{18b}$ ,  $(CH_2)_r$ - $NHC(=NR^{18f})NR^{18f}R^{18f}$ ,  $(CH_2)_r$ - $S(O)_2NR^{18f}R^{18f}$ ,  $(CH_2)_r$ - $NR^{18f}S(O)_2R^{18b}$ , and  $(CH_2)_r$ -phenyl substituted with 0-3  $R^{18e}$ ;

$R^{18d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
 20  $C_{1-6}$  alkyl substituted with 0-3  $R^{18e}$ ,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{18c}$ ;

$R^{18e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r$ - $CF_3$ ,  $(CH_2)_r$ - $OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r$ - $SC_{1-5}$  alkyl,  $(CH_2)_r$ - $NR^{18f}R^{18f}$ , and  $(CH_2)_r$ -phenyl;

30  $R^{18f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

- a is selected from 0 and 1;
- b is selected from 0 and 1, wherein if  $a=0$ , then  $b = 1$ ;
- 5 c is selected from 0, 1, and 2;
- d is selected from 0, 1, and 2, wherein  $c + d$  equals 1 or 2;
- 10 provided that if  $b=1$ ,  $c=1$ , and  $d=1$  then E cannot be  
 $-(CR^7R^8)-(CR^9CR^{10})_v-(CR^{11}CR^{12})-$ ;
- e is selected from 0 and 1;
- 15 f is selected from 0 and 1, wherein  $e + f$  equals 1 or 2;
- g is selected from 0, 1, 2 and 3;
- h is selected from 0 and 1;
- 20 i is selected from 1, 2, 3, 4, and 5;
- j is selected from 0, 1, 2, 3, 4, and 5;
- 25 k is selected from 0, 1, and 2;
- l is selected from 0, 1, 2 and 3, wherein  $l + h$  equals 2 or 3;
- 30 v, at each occurrence, is independently selected from 0, 1, and 2;
- t, at each occurrence, is selected from 1 and 2;
- 35 w, at each occurrence, is selected from 0 and 1;

r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

5 s, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

q, at each occurrence, is selected from 1, 2, 3, 4, and 5; and

10

p, at each occurrence, is selected from 1 and 2.

2. The compound according to claim 1, wherein:

15 R<sup>4</sup> is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CHR')<sub>q</sub>OH, (CHR')<sub>q</sub>OR<sup>7d</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>R<sup>7a'</sup>,  
 20 (CHR')<sub>r</sub>C(O)R<sup>7b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a'</sup>,  
 (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7b</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>C(O)H,  
 (CHR')<sub>q</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a'</sup>, (CHR')<sub>q</sub>NR<sup>7a</sup>S(O)<sub>2</sub>R<sup>7b</sup>,  
 (CHR')<sub>q</sub>NHC(O)NHR<sup>7a</sup>, (CHR')<sub>q</sub>NHC(O)OR<sup>7a</sup>,  
 (CHR')<sub>q</sub>OC(O)NHR<sup>7a</sup>, C<sub>1-6</sub> haloalkyl, a (CHR')<sub>r</sub>-C<sub>3-10</sub>  
 25 carbocyclic residue substituted with 0-3 R<sup>7c</sup>, and a  
 (CHR')<sub>r</sub>-5-10 membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-2 R<sup>7c</sup>;

30 alternatively, R<sup>7</sup> and R<sup>8</sup> join to form C<sub>3-7</sub> cycloalkyl,  
 =NR<sup>8b</sup>, or =O;

$R^9$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CHR')_rOH$ ,  $(CHR')_rOR^{9d}$ ,  $(CHR')_rNR^{9a}R^{9a'}$ ,  
 $(CHR')_rC(O)R^{9b}$ ,  $(CHR')_rC(O)NR^{9a}R^{9a'}$ ,  
 $(CHR')_rNR^{9a}C(O)R^{9b}$ ,  $(CHR')_rNR^{9a}C(O)H$ ,  
 5  $(CHR')_rNR^{9a}C(O)NHR^{9a}$ ,  $(CHR')_rNR^{9a}S(O)_2R^{9b}$ ,  $C_{1-6}$  haloalkyl, a  $(CHR')_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9c}$ , and a  $(CHR')_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted  
 10 with 0-3  $R^{9c}$ ;

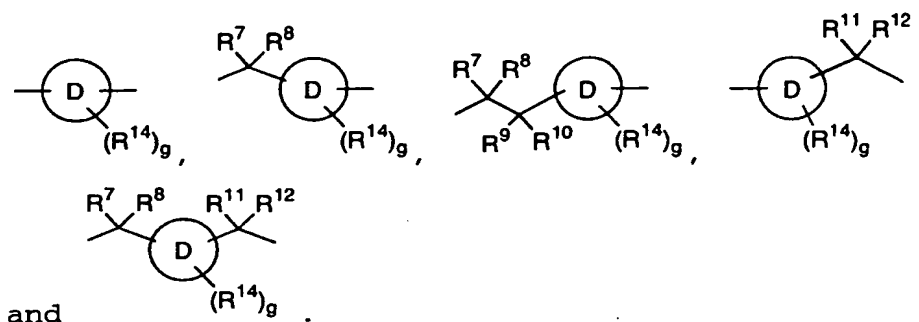
$R^{10}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl;

15  $R^{11}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_qOH$ ,  $(CH_2)_qOR^{11d}$ ,  $(CH_2)_qNR^{11a}R^{11a'}$ ,  
 $(CH_2)_rC(O)R^{11b}$ ,  $(CH_2)_rC(O)NR^{11a}R^{11a'}$ ,  
 $(CH_2)_qNR^{11a}C(O)R^{11a}$ ,  $(CH_2)_qNR^{11a}C(O)NHR^{11a}$ ,  
 $(CH_2)_qNHC(O)NHR^{7a}$ ,  $(CH_2)_qNHC(O)OR^{7a}$ ,  
 20  $(CH_2)_qOC(O)NHR^{7a}$ ,  $C_{1-6}$  haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{11c}$ , and a  $(CH_2')_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{11c}$ .

25

3. The compound of claim 2, wherein:

$E$  is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ ,



4. The compound according to claim 3, wherein:

5

G is selected from  $-C(O)R^3$ ,  $-C(O)NR^2R^3$ ,  $-C(O)OR^3$ ,  $-SO_2NR^2R^3$ ,  $-SO_2R^3$ ,  $-C(=S)NR^2R^3$ ,  $C(=NR^{1a})NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

10

5. The compound according to claim 4, wherein:

$R^{17}$  is selected from H;

$R^{18}$  is selected from H;

15

j is selected from 0, 1, and 2;

i is selected from 1 and 2;

20

s is selected from 0, 1, and 2; and

g is selected from 0, 1, and 2.

6. The compound of claim 5, wherein:

25

$R^1$  is selected from H;

$R^2$  is selected from H; and

G is selected from  $-C(O)NR^2R^3$ ,  $C(=CHCN)NR^2R^3$ ,  
 $C(=CHNO_2)NR^2R^3$ , and  $C(=C(CN)_2)NR^2R^3$ .

5           7. The compound according to claim 6, wherein:

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ .

10           8. The compound according to claim 7, wherein:

$R^7$  is selected from H;

$R^8$  is selected from H; and

15    $R^{12}$  is selected from H.

9. The compound of claim 8, wherein:

20    $R^{16}$ , at each occurrence, is selected from methyl, ethyl,  
 propyl, iso-propyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, F, CN,  
 $(CHR')_rNR^{16a}R^{16a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{16d}$ ,  
 $(CHR')_rC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)NR^{16a}R^{16a'}$ ,  
 $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{16b}$ ,  
 25    $(CHR')_rS(O)_2NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  
 $C_{1-6}$  haloalkyl, and  $(CHR')_r$ phenyl substituted with  
 0-3  $R^{16e}$ ;

30    $R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  
 methyl, ethyl, and a  $(CH_2)_r-C_{3-6}$  carbocyclic  
 residue substituted with 0-2  $R^{16e}$ ;

$R^{16e}$ , at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN,  $CF_3$ , and  $OCH_3$ ;

$R^{16f}$ , at each occurrence, is selected from H; and

5

$r$  is selected from 0, 1, and 2.

10. The compound of claim 9, wherein:

10

$R^3$  is selected from a  $(CR^{3'}R^{3''})_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{15}$  and a  $(CR^{3'}CR^{3''})_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ ;

15

$R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H;

$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, F, CN,  $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  $(CHR')_r$ phenyl substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

20

25

30

R', at each occurrence, is selected from H, and C<sub>1-6</sub> alkyl;

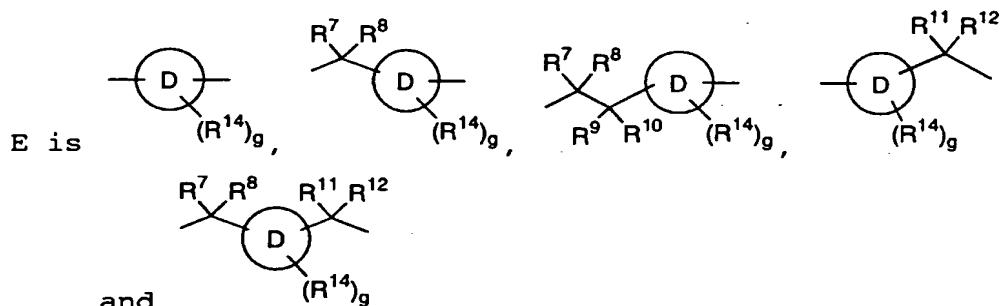
5 R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted  
10 with 0-2 R<sup>15e</sup>;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic  
15 system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>; and

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, Cl, F, Br, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

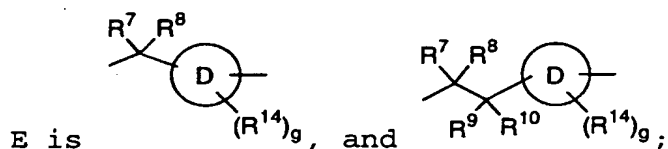
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11. The compound of claim 6, wherein:



25

12. The compound of claim 11, wherein:



ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

5 R<sup>7</sup> is selected from H; and

R<sup>8</sup> is selected from H.

13. The compound of claim 12, wherein:

10

R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN, (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

20

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>16e</sup>;

25 R<sup>16e</sup>, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

R<sup>16f</sup>, at each occurrence, is selected from H; and

30 r is selected from 0, 1, and 2.

14. The compound of claim 13, wherein:

5  $R^3$  is selected from a  $(CR^3'R^{3'})_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{15}$  and a  $(CR^3'CR^{3'})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ ;

10  $R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H;

$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, F, CN,  $(CHR')_r$ NR<sup>15a</sup>R<sup>15a'</sup>,  $(CHR')_r$ OH,  $(CHR')_r$ O $(CHR')_r$ R<sup>15d</sup>,  
 15  $(CHR')_r$ C(O) $(CHR')_r$ R<sup>15b</sup>,  $(CHR')_r$ C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  $(CHR')_r$ NR<sup>15f</sup>C(O) $(CHR')_r$ R<sup>15b</sup>,  $(CHR')_r$ NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  $(CHR')_r$ C(O)O $(CHR')_r$ R<sup>15d</sup>,  $(CHR')_r$ OC(O) $(CHR')_r$ R<sup>15b</sup>,  $(CHR')_r$ S(O)<sub>p</sub> $(CHR')_r$ R<sup>15b</sup>,  $(CHR')_r$ S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>,  $(CHR')_r$ NR<sup>15f</sup>S(O)<sub>2</sub> $(CHR')_r$ R<sup>15b</sup>,  
 20  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  $(CHR')_r$ phenyl substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,  
 25 substituted with 0-2  $R^{15e}$ ;

$R'$ , at each occurrence, is selected from H, and  $C_{1-6}$  alkyl;

30  $R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$ -5-6

membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

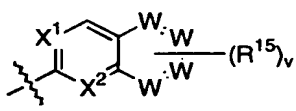
5 R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>; and

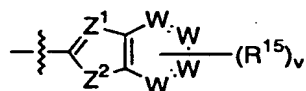
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R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, Cl, F, Br, I, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

15. The compound of claim 3, wherein:

15

G is selected from , and



16. The compound of claim 15, wherein:

20

R<sup>1</sup> is selected from H;

both X<sup>1</sup> and X<sup>2</sup> cannot be C; and

25 Z<sup>2</sup> is selected from NR<sup>1'</sup>, O, and S.

17. The compound of claim 16, wherein:

R<sup>17</sup> is selected from H;

30

R<sup>18</sup> is selected from H;

j is selected from 0, 1, and 2;

5 i is selected from 1 and 2;

s is selected from 0, 1, and 2; and

g is selected from 0, 1, and 2.

10

18. The compound of claim 17, wherein:

E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ .

15

19. The compound of claim 18, wherein:

R<sup>7</sup> is selected from H;

R<sup>8</sup> is selected from H; and

20

R<sup>12</sup> is selected from H.

20. The compound of claim 19, wherein:

25 R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN, (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>,  
30 (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>16e</sup>;

5

R<sup>16e</sup>, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

R<sup>16f</sup>, at each occurrence, is selected from H; and

10

r is selected from 0, 1, and 2.

21. The compound of claim 20, wherein:

15 R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,

(CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,

(CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,

(CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,

(CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,

20 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,

(CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,

(CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,

C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3

R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',

25 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a

(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,

substituted with 0-2 R<sup>15e</sup>;

30 R', at each occurrence, is selected from H, and C<sub>1-6</sub>

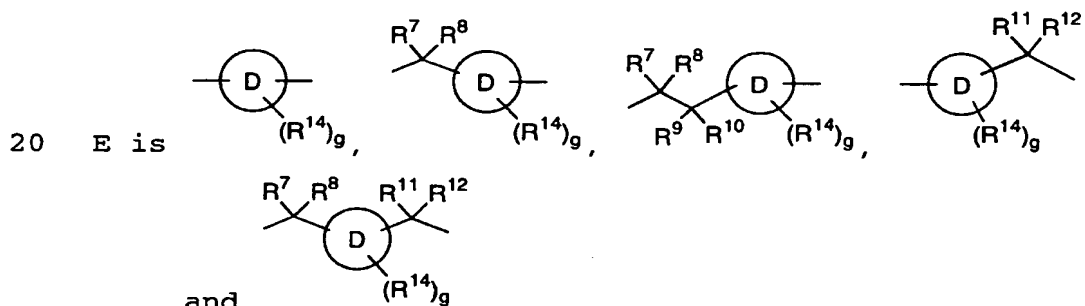
alkyl;

$R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

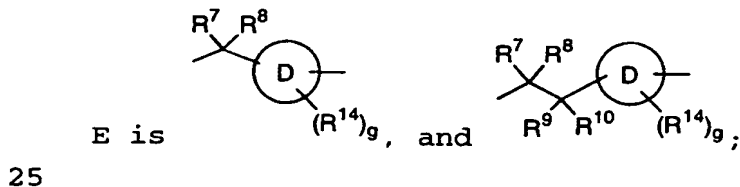
$R^{15b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{15e}$ , and  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ; and

$R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, Cl, F, Br, I, CN,  $(CF_2)_rCF_3$ , and OH.

22. The compound of claim 17, wherein:



23. The compound of claim 22, wherein:



ring D is selected from a C<sub>3-6</sub> carbocyclic residue;

R<sup>7</sup> is selected from H;

5 R<sup>8</sup> is selected from H.

24. The compound of claim 23, wherein:

10 R<sup>16</sup>, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN, (CHR')<sub>r</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>16d</sup>, (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>C(O)(CHR')<sub>r</sub>R<sup>16b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>16b</sup>,  
15 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>16a</sup>R<sup>16a'</sup>, (CHR')<sub>r</sub>NR<sup>16f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>16b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>16e</sup>;

20 R<sup>16a</sup> and R<sup>16a'</sup>, at each occurrence, are selected from H, methyl, ethyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>16e</sup>;

R<sup>16e</sup>, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, CN, CF<sub>3</sub>, and OCH<sub>3</sub>;

25 R<sup>16f</sup>, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

30 25. The compound of claim 24, wherein:

R<sup>15</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, F, CN,

- (CHR')<sub>r</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>OH, (CHR')<sub>r</sub>O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 (CHR')<sub>r</sub>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>C(O)NR<sup>15a</sup>R<sup>15a'</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>NR<sup>15f</sup>C(O)NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>C(O)O(CHR')<sub>r</sub>R<sup>15d</sup>,  
 5 (CHR')<sub>r</sub>OC(O)(CHR')<sub>r</sub>R<sup>15b</sup>, (CHR')<sub>r</sub>S(O)<sub>p</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>15a</sup>R<sup>15a'</sup>, (CHR')<sub>r</sub>NR<sup>15f</sup>S(O)<sub>2</sub>(CHR')<sub>r</sub>R<sup>15b</sup>,  
 C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
 (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
 10 (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing  
 1-4 heteroatoms selected from N, O, and S,  
 substituted with 0-2 R<sup>15e</sup>;
- 15 R', at each occurrence, is selected from H, and C<sub>1-6</sub>  
 alkyl;
- R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
 C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue  
 substituted with 0-5 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub>  
 20 membered heterocyclic system containing 1-2  
 heteroatoms selected from N, O, and S, substituted  
 with 0-2 R<sup>15e</sup>;
- R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, a  
 25 (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue substituted with  
 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic  
 system containing 1-2 heteroatoms selected from N,  
 O, and S, substituted with 0-2 R<sup>15e</sup>; and
- 30 R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
 Cl, F, Br, CN, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, and OH.

26. The compound of claim 1 wherein the compound is selected from:

5 N-3-[cis-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

N-3-[trans-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

10 (+/-)-N-3-[trans-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

15 (+/-)-N-3-[trans-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;

20 (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-3-acetylphenylurea;

25 (+/-)-N-3-[cis-6-fluoro-2,3,3a,4,9,9a-hexahydro-1H-benz[f]isoindol-2-yl]-n-prop-1-yl-N'-4-fluorophenylurea;

N-(3-acetylphenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

30 N-(4-fluorophenyl)-N'-[3-[1-[(4-fluorophenyl)methyl]-3-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;

- N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 5    *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 10    *N*-(3-acetylphenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 15    *N*-(3-acetylphenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 20    *N*-(4-fluorophenyl)-*N'*-[3-[(1*S*,4*R*,6*R*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 25    *N*-(4-fluorophenyl)-*N'*-[3-[(1*R*,4*S*,6*S*)-6-[(4-fluorophenyl)methyl]-2-azabicyclo[2.2.2]oct-2-yl]propyl]urea hydrochloride;
- 30    *N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;
- 30    *N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[3-exo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;

*N*-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[ (3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;

5    *N*-(4-fluorophenyl)-*N'*-[(2*S*)-2-[[ (3-endo)-3-[(4-fluorophenyl)methyl]-8-azabicyclo[3.2.1]oct-8-yl)methyl]-(2*R*)-1-cyclohexyl]urea;

10    *N*-(4-fluorophenyl)-*N'*-{3-[(1*S*, 5*R*, 6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;

*N*-(4-fluorophenyl)-*N'*-{3-[(1*R*, 5*S*, 6*S*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea;

15    *N*-(3-acetylphenyl)-*N'*-{3-[(1*S*, 5*R*, 6*R*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea; and

*N*-(3-acetylphenyl)-*N'*-{3-[(1*R*, 5*S*, 6*S*)-6-(4-fluorophenyl)-3-azabicyclo[3.2.0]hept-3-yl]propyl}urea.

20

27. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

25

28. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of the compounds of claim 1.

30

29. A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

35

30. A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

5

31. A method of modulating chemokine receptor by administering a compound of formula (I):

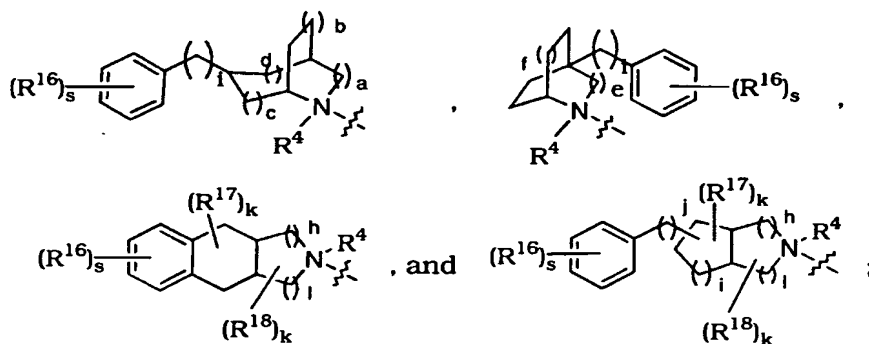


10

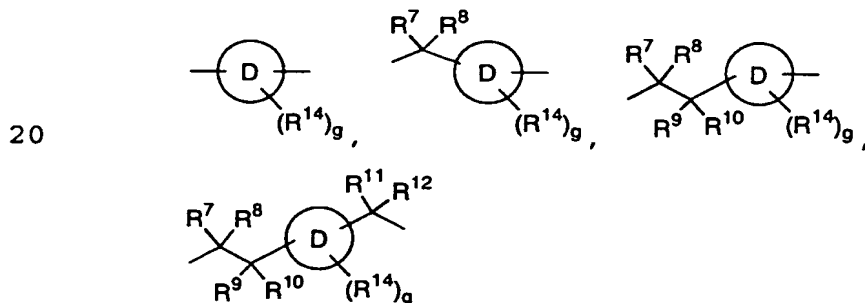
(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

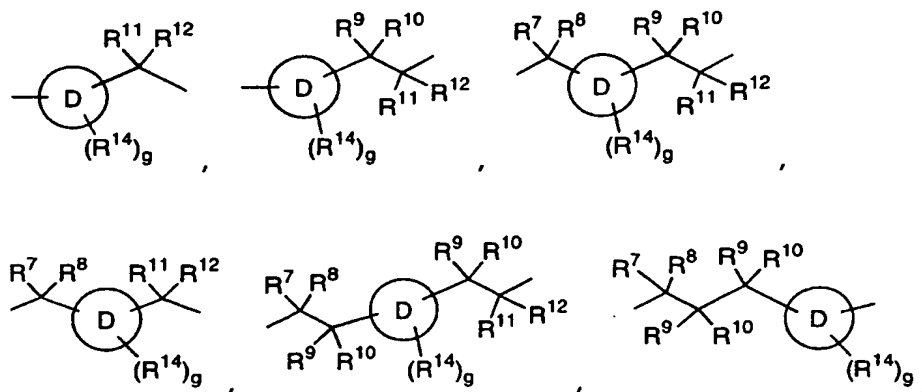
15 ring A is selected from



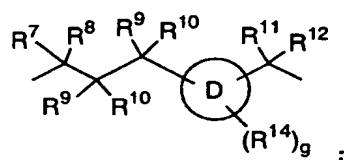
E is selected from  $-(CR^7R^8)-(CR^9R^{10})_v-(CR^{11}R^{12})$ ,



20

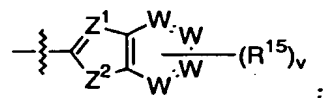
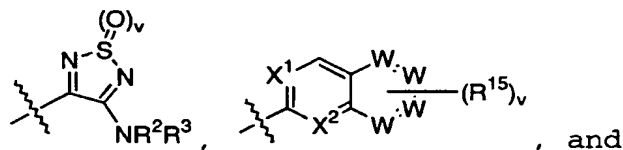


and



ring D is selected from a C<sub>3-6</sub> carbocyclic residue and a 5 or 6 membered heterocycle;

G is selected from -C(O)R<sup>3</sup>, -C(O)NR<sup>2</sup>R<sup>3</sup>, -C(O)OR<sup>3</sup>, -SO<sub>2</sub>NR<sup>2</sup>R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -C(=S)NR<sup>2</sup>R<sup>3</sup>, C(=NR<sup>1a</sup>)NR<sup>2</sup>R<sup>3</sup>, C(=CHCN)NR<sup>2</sup>R<sup>3</sup>, C(=CHNO<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>, C(=C(CN)<sub>2</sub>)NR<sup>2</sup>R<sup>3</sup>,



W, at each occurrence, is independently selected from C or N, provided at least two of W are C;

x<sup>1</sup> and x<sup>2</sup> are independently selected from C and N;

$Z^1$  is selected from C and N;

5

$Z^2$  is selected from  $NR^{1'}$ , O, S and C;

$R^1$ ,  $R^{1'}$  and  $R^2$  are independently selected from H,  $C_{1-8}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^{1a}$  is independently selected from H,  $C_{1-6}$  alkyl, -OH, -CN, -NO<sub>2</sub>,  $(CH_2)_rC_{3-6}$  cycloalkyl, and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^a$ ;

$R^a$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ , NO<sub>2</sub>, CN,  $(CH_2)_rNR^bR^b$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOR^c$ ,  $(CH_2)_rSH$ ,  $(CH_2)_rSR^c$ ,  $(CH_2)_rC(O)R^b$ ,  $(CH_2)_rC(O)NR^bR^b$ ,  $(CH_2)_rNR^bC(O)R^b$ ,  $(CH_2)_rC(O)OR^b$ ,  $(CH_2)_rOC(O)R^c$ ,  $(CH_2)_rCH(=NR^b)NR^bR^b$ ,  $(CH_2)_rNHC(=NR^b)NR^bR^b$ ,  $(CH_2)_rS(O)_pR^c$ ,  $(CH_2)_rS(O)_2NR^bR^b$ ,  $(CH_2)_rNR^bS(O)_2R^c$ , and  $(CH_2)_r$ phenyl;

25

$R^b$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^c$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

30

alternatively,  $R^1$  and  $R^2$  join to form a 5, 6, or 7-membered ring substituted with 0-3  $R^a$ ;

$R^3$  is selected from a  $(CR^{3'}R^{3''})_r$ - $C_{3-10}$  carbocyclic  
 5 residue substituted with 0-5  $R^{15}$  and a  $(CR^{3'}R^{3''})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15}$ ;

10  $R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^4$  is absent, taken with the nitrogen to which it is  
 15 attached to form an N-oxide, or selected from  $C_{1-8}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $(CH_2)_qC(O)R^{4b}$ ,  $(CH_2)_qC(O)NR^{4a}R^{4a'}$ ,  $(CH_2)_qC(O)OR^{4a}$ , and a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{4c}$ ;

20  $R^{4a}$  and  $R^{4a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^{4b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 25  $C_{2-8}$  alkenyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $C_{2-8}$  alkynyl, and phenyl;

$R^{4c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 30  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl,  $(CH_2)_rOH$ ,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{4a}R^{4a'}$ , and  $(CH_2)_r$ phenyl;

- $R^7$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_qOH$ ,  $(CH_2)_qSH$ ,  $(CH_2)_qOR^{7d}$ ,  $(CH_2)_qSR^{7d}$ ,  
 $(CH_2)_qNR^{7a}R^{7a'}$ ,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{7b}$ ,  
5  $(CH_2)_rC(O)NR^{7a}R^{7a'}$ ,  $(CH_2)_qNR^{7a}C(O)R^{7b}$ ,  
 $(CH_2)_qNR^{7a}C(O)H$ ,  $(CH_2)_rC(O)OR^{7a}$ ,  $(CH_2)_qOC(O)R^{7b}$ ,  
 $(CH_2)_qS(O)_pR^{7b}$ ,  $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$ ,  
 $(CH_2)_qNR^{7a}S(O)_2R^{7b}$ ,  $(CH_2)_qNHC(O)N^{7a}R^{7a}$ ,  
 $(CH_2)_qNHC(O)OR^{7a}$ ,  $(CH_2)_qOC(O)N^{7a}R^{7a}$ ,  $C_{1-6}$  haloalkyl,  
10 a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with  
0-3  $R^{7c}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-2  $R^{7c}$ ;
- 15  $R^{7a}$  and  $R^{7a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{7e}$ ,  
and a  $(CH_2)_r-5-10$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
20 S, substituted with 0-3  $R^{7e}$ ;
- $R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{7e}$ , and a  $(CH_2)_r-5-6$   
25 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{7e}$ ;
- $R^{7c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
30  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{7f}R^{7f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,

$(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{7b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{7f}\text{R}^{7f}$ ,  
 $(\text{CH}_2)_r\text{NR}^{7f}\text{C}(\text{O})\text{R}^{7b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{7b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{7b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$ ,  
5  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{7f}\text{R}^{7f}$ ,  $(\text{CH}_2)_r\text{NR}^{7f}\text{S}(\text{O})_2\text{R}^{7b}$ , and  
 $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{7e}$ ;

$\text{R}^{7d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{7e}$ ,  $\text{C}_{3-6}$  alkenyl,  
10  $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{7c}$ ;

$\text{R}^{7e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
15 Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
 $(\text{CH}_2)_r$ phenyl;

$\text{R}^{7f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
20 and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^8$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, and  
 $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{8a}$ ;

25  $\text{R}^{8a}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{7f}\text{R}^{7f}$ , and  
 $(\text{CH}_2)_r$ phenyl;

30

alternatively, R<sup>7</sup> and R<sup>8</sup> join to form C<sub>3-7</sub> cycloalkyl,  
=NR<sup>8b</sup>, or =O;

5 R<sup>8b</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, OH,  
CN, and  
(CH<sub>2</sub>)<sub>r</sub>-phenyl;

10 R<sup>9</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub>  
alkynyl, F, Cl, Br, I, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SH,  
(CH<sub>2</sub>)<sub>r</sub>OR<sup>9d</sup>, (CH<sub>2</sub>)<sub>r</sub>SR<sup>9d</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9a</sup>R<sup>9a'</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH,  
(CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a'</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9a</sup>C(O)R<sup>9a</sup>,  
(CH<sub>2</sub>)<sub>r</sub>NR<sup>9a</sup>C(O)H, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9a</sup>C(O)N<sup>9a</sup>R<sup>9a</sup>,  
(CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>9a</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>9b</sup>,  
(CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>9a</sup>R<sup>9a'</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9a</sup>S(O)<sub>2</sub>R<sup>9b</sup>, C<sub>1-6</sub>  
15 haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-5 R<sup>9c</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>9c</sup>;

20 R<sup>9a</sup> and R<sup>9a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>9e</sup>,  
and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
25 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

30 R<sup>9b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
residue substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

- 5 R<sup>9c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>C(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, 10 (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>9f</sup>)NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>9b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>9f</sup>)NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>9f</sup>R<sup>9f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>S(O)<sub>2</sub>R<sup>9b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>9e</sup>;
- 15 R<sup>9d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>9c</sup>, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms 20 selected from the group consisting of N, O, and S substituted with 0-3 R<sup>9c</sup>;

- R<sup>9e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, 25 Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

- R<sup>9f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, 30 and C<sub>3-6</sub> cycloalkyl;

- $R^{10}$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, F, Cl, Br, I,  $NO_2$ , CN,  $(CH_2)_rOH$ ,  
 $(CH_2)_rOR^{10d}$ ,  $(CH_2)_rSR^{10d}$ ,  $(CH_2)_rNR^{10a}R^{10a'}$ ,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{10b}$ ,  $(CH_2)_rC(O)NR^{10a}R^{10a'}$ ,  
5  $(CH_2)_rNR^{10a}C(O)R^{10a}$ ,  $(CH_2)_rNR^{10a}C(O)H$ ,  
 $(CH_2)_rC(O)OR^{10a}$ ,  $(CH_2)_rOC(O)R^{10b}$ ,  $(CH_2)_rS(O)_pR^{10b}$ ,  
 $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$ ,  $(CH_2)_rNR^{10a}S(O)_2R^{10b}$ ,  $C_{1-6}$   
haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue  
substituted with 0-5  $R^{10c}$ , and a  $(CH_2)_r-5-10$   
10 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{10c}$ ;
- $R^{10a}$  and  $R^{10a'}$ , at each occurrence, are selected from H,  
15  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{10e}$ ,  
and a  $(CH_2)_r-5-10$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{10e}$ ;
- 20  $R^{10b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic  
residue substituted with 0-2  $R^{10e}$ , and a  $(CH_2)_r-5-6$   
membered heterocyclic system containing 1-4  
25 heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{10e}$ ;
- $R^{10c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
30 Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{10f}R^{10f}$ ,  
 $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  
 $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{10b}$ ,  $(CH_2)_rC(O)NR^{10f}R^{10f}$ ,

$(\text{CH}_2)_r \text{NR}^{10f} \text{C}(\text{O}) \text{R}^{10a}$ ,  $(\text{CH}_2)_r \text{C}(\text{O}) \text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r \text{OC}(\text{O}) \text{R}^{10b}$ ,  $(\text{CH}_2)_r \text{C}(=\text{NR}^{10f}) \text{NR}^{10f} \text{R}^{10f}$ ,  
 $(\text{CH}_2)_r \text{S}(\text{O})_p \text{R}^{10b}$ ,  $(\text{CH}_2)_r \text{NHC}(=\text{NR}^{10f}) \text{NR}^{10f} \text{R}^{10f}$ ,  
 $(\text{CH}_2)_r \text{S}(\text{O})_2 \text{NR}^{10f} \text{R}^{10f}$ ,  $(\text{CH}_2)_r \text{NR}^{10f} \text{S}(\text{O})_2 \text{R}^{10b}$ , and  
 5  $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{10e}$ ;

$\text{R}^{10d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{10e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, a  $\text{C}_{3-10}$  carbocyclic residue  
 10 substituted with 0-3  $\text{R}^{10c}$ , and a 5-6 membered  
 heterocyclic system containing 1-4 heteroatoms  
 selected from the group consisting of N, O, and S  
 substituted with 0-3  $\text{R}^{10c}$ ;

15  $\text{R}^{10e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r \text{C}_{3-6}$  cycloalkyl,  
 Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r \text{CF}_3$ ,  $(\text{CH}_2)_r \text{OC}_{1-5}$  alkyl,  
 OH, SH,  $(\text{CH}_2)_r \text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r \text{NR}^{10f} \text{R}^{10f}$ , and  
 $(\text{CH}_2)_r$ phenyl;

20  $\text{R}^{10f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
 and  $\text{C}_{3-6}$  cycloalkyl;

alternatively,  $\text{R}^9$  and  $\text{R}^{10}$  join to form  $\text{C}_{3-7}$  cycloalkyl,  
 25 5-6-membered cyclic ketal, or  $=\text{O}$ ;

with the proviso that when  $\text{R}^{10}$  is  $-\text{OH}$ ,  $\text{R}^9$  is not  
 halogen, cyano, or bonded to the carbon to which it  
 is attached through a heteroatom;

30  $\text{R}^{11}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
 alkynyl,  $(\text{CH}_2)_q \text{OH}$ ,  $(\text{CH}_2)_q \text{SH}$ ,  $(\text{CH}_2)_q \text{OR}^{11d}$ ,

$(\text{CH}_2)_q\text{SR}^{11d}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$ ,  
 $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{11a}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{11b}$ ,  
5  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{11a}\text{R}^{11a'}$ ,  $(\text{CH}_2)_q\text{NR}^{11a}\text{S}(\text{O})_2\text{R}^{11b}$ ,  $\text{C}_{1-6}$   
haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue  
substituted with 0-5  $\text{R}^{11c}$ , and a  $(\text{CH}_2)_r\text{-5-10}$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
10 with 0-3  $\text{R}^{11c}$ ;

$\text{R}^{11a}$  and  $\text{R}^{11a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{11e}$ ,  
15 and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
20  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic  
residue substituted with 0-2  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $\text{R}^{11e}$ ;

25  $\text{R}^{11c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
Cl, Br, I, F,  $(\text{CF}_2)_r\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ ,  
 $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  
30  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11f}\text{R}^{11f}$ ,  
 $(\text{CH}_2)_r\text{NR}^{11f}\text{C}(\text{O})\text{R}^{11a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{11b}$ ,  $(\text{CH}_2)_r\text{C}(\text{=NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$ ,

$(\text{CH}_2)_r\text{NHC}(=\text{NR}^{11f})\text{NR}^{11f}\text{R}^{11f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{11b}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{11f}\text{R}^{11f}$ ,  $(\text{CH}_2)_r\text{NR}^{11f}\text{S}(\text{O})_2\text{R}^{11b}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{11e}$ ;

- 5  $\text{R}^{11d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  
 $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkenyl,  
 $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-3  $\text{R}^{11c}$ ;
- 10  $\text{R}^{11e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;
- 15  $\text{R}^{11f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;
- $\text{R}^{12}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_r\text{C}_{3-6}$   
20 cycloalkyl, and  $(\text{CH}_2)_t\text{phenyl}$  substituted with 0-3  
 $\text{R}^{12a}$ ;
- $\text{R}^{12a}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
25 Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ ;
- alternatively,  $\text{R}^{11}$  and  $\text{R}^{12}$  join to form  $\text{C}_{3-7}$  cycloalkyl;
- 30  $\text{R}^{14}$  is selected from  $\text{C}_{1-4}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $\text{C}(\text{O})\text{NR}^{14a}\text{R}^{14a'}$ ,

$C(O)R^{14b}$ ,  $C(O)OC_{1-4}$  alkyl,  $(CH_2)_rS(O)_pR^{14b}$ ,  
 $(CH_2)_r$ phenyl substituted with 0-3  $R^{14c}$ ,  $OR^{14a}$ ,  
 $NR^{14a}R^{14a'}$ ,  $=O$ , and  $NR^{14a}C(O)R^{14a'}$ ;

5  $R^{14a}$  and  $R^{14a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl  
substituted with 0-3  $R^{14c}$ , and a  $(CH_2)_{r-5-10}$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
10 with 0-2  $R^{14c}$ ;

$R^{14b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted  
with 0-3  $R^{14c}$ , and a  $(CH_2)_{r-5-10}$  membered  
15 heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
 $R^{14c}$ ; and

$R^{14c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
20  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  
 $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $(CH_2)_w$ phenyl;

$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  
 $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  
25  $(CHR')_rNR^{15a}R^{15a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{15d}$ ,  
 $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{15d}$ ,  
 $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{15b}$ ,  
 $(CHR')_rC(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$ ,  
 $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$ ,  $(CHR')_rC(O)O(CHR')_rR^{15d}$ ,  
30  $(CHR')_rOC(O)(CHR')_rR^{15b}$ ,  $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$ ,  
 $(CHR')_rNHC(=NR^{15f})NR^{15a}R^{15a'}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{15b}$ ,  
 $(CHR')_rS(O)_2NR^{15a}R^{15a'}$ ,  $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$ ,

C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3  
R', C<sub>2-8</sub> alkynyl substituted with 0-3 R',  
(CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>15e</sup>, and a  
(CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
5 1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>15e</sup>;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
10 and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

R<sup>15a</sup> and R<sup>15a'</sup>, at each occurrence, are selected from H,  
C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-</sub>  
10 carbocyclic residue substituted with 0-5 R<sup>15e</sup>,  
15 and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2 R<sup>15e</sup>;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
20 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic  
residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-2 R<sup>15e</sup>;

25 R<sup>15d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl,  
C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>1-6</sub> alkyl substituted  
with 0-3 R<sup>15e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
30 heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-3  
R<sup>15e</sup>;

- $R^{15e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{15f} R^{15f}$ , and  $(CH_2)_r$ phenyl;
- $R^{15f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;
- $R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_r NR^{16a} R^{16a'}$ ,  $(CHR')_r OH$ ,  $(CHR')_r O(CHR')_r R^{16d}$ ,  $(CHR')_r SH$ ,  $(CHR')_r C(O)H$ ,  $(CHR')_r S(CHR')_r R^{16d}$ ,  $(CHR')_r C(O)OH$ ,  $(CHR')_r C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} C(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(O)O(CHR')_r R^{16d}$ ,  $(CHR')_r OC(O)(CHR')_r R^{16b}$ ,  $(CHR')_r C(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r NHC(=NR^{16f})NR^{16a} R^{16a'}$ ,  $(CHR')_r S(O)_p(CHR')_r R^{16b}$ ,  $(CHR')_r S(O)_2 NR^{16a} R^{16a'}$ ,  $(CHR')_r NR^{16f} S(O)_2(CHR')_r R^{16b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CHR')_r$ phenyl substituted with 0-3  $R^{16e}$ ;
- $R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{16e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{16e}$ ;

R<sup>16b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4  
 5 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

R<sup>16d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>1-6</sub> alkyl substituted  
 10 with 0-3 R<sup>16e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>16e</sup>;

15 R<sup>16e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>16f</sup>R<sup>16f</sup>, and  
 20 (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>16f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

25 R<sup>17</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>17d</sup>, (CH<sub>2</sub>)<sub>q</sub>SR<sup>17d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>17a</sup>R<sup>17a'</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>17a</sup>R<sup>17a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>17a</sup>C(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>17a</sup>C(O)H,  
 30 (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>17a</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>p</sub>R<sup>17b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>2</sub>NR<sup>17a</sup>R<sup>17a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>17a</sup>S(O)<sub>2</sub>R<sup>17b</sup>, C<sub>1-6</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue

substituted with 0-3 R<sup>17c</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>17c</sup>;

5

R<sup>17a</sup> and R<sup>17a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-10</sub></sub> carbocyclic residue substituted with 0-5 R<sup>17e</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>17e</sup>;

10

R<sup>17b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue substituted with 0-2 R<sup>17e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>17e</sup>;

15

R<sup>17c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>C(O)R<sup>17a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>17f</sup>)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>17b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>17f</sup>)NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>17f</sup>R<sup>17f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>S(O)<sub>2</sub>R<sup>17b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>17e</sup>;

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R<sup>17d</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>17e</sup>, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub>

alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>17c</sup>;

- 5 R<sup>17e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>17f</sup>R<sup>17f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;
- 10 R<sup>17f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;
- R<sup>18</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>18d</sup>,  
 15 (CH<sub>2</sub>)<sub>q</sub>SR<sup>18d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>18a</sup>R<sup>18a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>18a</sup>C(O)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>18a</sup>C(O)H, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>18a</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>p</sub>R<sup>18b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>2</sub>NR<sup>18a</sup>R<sup>18a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>18a</sup>S(O)<sub>2</sub>R<sup>18b</sup>, C<sub>1-6</sub>  
 20 haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>18c</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>18c</sup>;
- 25 R<sup>18a</sup> and R<sup>18a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>18e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
 30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>18e</sup>;

$R^{18b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{18e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{18e}$ ;

$R^{18c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{18f}R^{18f}$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{18b}$ ,  $(CH_2)_rC(O)NR^{18f}R^{18f}$ ,  $(CH_2)_rNR^{18f}C(O)R^{18b}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  $(CH_2)_rOC(O)R^{18b}$ ,  $(CH_2)_rC(=NR^{18f})NR^{18f}R^{18f}$ ,  $(CH_2)_rS(O)_pR^{18b}$ ,  $(CH_2)_rNHC(=NR^{18f})NR^{18f}R^{18f}$ ,  $(CH_2)_rS(O)_2NR^{18f}R^{18f}$ ,  $(CH_2)_rNR^{18f}S(O)_2R^{18b}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{18e}$ ;

$R^{18d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $C_{1-6}$  alkyl substituted with 0-3  $R^{18e}$ ,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{18c}$ ;

$R^{18e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{18f}R^{18f}$ , and  $(CH_2)_r$ phenyl;

$R^{18f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

a is selected from 0 and 1;

b is selected from 0 and 1, wherein if  $a=0$ , then  $b = 1$ ;

5 c is selected from 0, 1, and 2;

d is selected from 0, 1, and 2, wherein  $c + d$  equals 1  
or 2;

10 e is selected from 0 and 1;

f is selected from 0 and 1, wherein  $e + f$  equals 1 or 2;

g is selected from 0, 1, 2 and 3;

15 h is selected from 0 and 1;

i is selected from 0, 1, 2, 3, 4, and 5;

20 j is selected from 0, 1, 2, 3, 4, and 5;

k is selected from 0, 1, and 2;

25 l is selected from 0, 1, 2 and 3, wherein  $l + h$  equals 2  
or 3;

v, at each occurrence, is independently selected from 0,  
1, and 2;

30 t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

35

s is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

5 p is selected from 1 and 2.